

MINUTES OF A SPECIAL MEETING OF THE BOARD OF
DIRECTORS OF

WHEATLANDS METROPOLITAN DISTRICT

Held: September 26, 2013 at 6:00 p.m., at 6601 S. Wheatlands
Parkway, Aurora, Colorado

Attendance

A special meeting of the Board of Directors of Wheatlands Metropolitan District was called and held as shown above and in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Richard Tashma
Jack Lent
Mike Dempsey
*Robert Jenkins (*appointed to the Board during the meeting)

Also present were Clint C. Waldron, Esq., White, Bear & Ankele Professional Corporation, General Counsel; Carrie Bartow, CliftonLarsonAllen, LLP, District Accountant; Kimberly Armitage, YMCA; Nate Adams, Brickman; and Irene Borisov, Summit Association Management.

The following residents were in attendance:

Mark Giese

Call to Order

Director Tashma noted that a quorum of the Board was present and called the meeting to order.

Disclosure Matters

Mr. Waldron 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 Directors reviewed the agenda for the meeting, following which each Board member confirmed the contents of any written disclosures previously made stating the fact and summary nature of any matters as required under Colorado law to permit official action to be taken at the meeting. Additionally, the Board determined that the participation of the members present was necessary to obtain a quorum or otherwise enable the Board to act.

Written disclosures of conflicts of interest were filed with the Secretary of State at least 72 hours prior to the meeting.

Agenda

Mr. Waldron presented the proposed agenda to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda as amended.

Public Comment

None.

Consider Appointment of
Board Member(s) and
Administer Oath(s) of Office

The Board noted that a vacancy existed on the Board and Robert Jenkins had expressed interest in the position. Mr. Waldron noted that Mr. Jenkins' qualification had been verified. Following discussion, upon motion duly made and seconded, the Board unanimously appointed Robert Jenkins to the Board of Directors. Director Tashma administered the Oath of Office.

Following discussion, upon motion duly made and seconded, the Board unanimously elected Director Jenkins to the position of Assistant Secretary, with the other officers remaining as presently constituted.

Update on Land Purchase

Director Tashma read a letter dated September 26, 2013 regarding the status of the purchase of land for additional park and recreation amenities into the record.

Consent Agenda

Upon motion duly made and seconded, the Board unanimously approved all items on the consent agenda as follows:

- a. Approve August 22, 2013, September 3, 2013 and September 12, 2013 Meeting Minutes

Landscape Maintenance

Review Landscape
Maintenance Report

Mr. Adams reviewed the Landscape Maintenance Report with the Board.

Irrigation Water Usage
Tracking Report

Mr. Adams reviewed the Irrigation Water Usage Tracking Report with the Board.

Status of Drainage
Enhancements on S.
Wheatlands Parkway

Mr. Adams informed the Board that the drainage enhancements on South Wheatlands Parkway will begin on Monday. He noted that they have already begun to pump out the standing water.

Work Orders/Proposals

Mr. Adams informed the Board that the northwest corner of the park continues to have standing water. The Board directed Mr. Adams to provide a proposal to fix this issue.

The Board engaged in general discussion regarding the need for dead trees to be removed. Following discussion, upon motion duly made and seconded, the Board unanimously approved the removal of the dead trees in an amount not to exceed \$700.

Other Landscape Maintenance

Mr. Adams informed the Board that a drain is being installed at South Powhatan Road and South Wheatlands Parkway by the builders. He will monitor the work and report back to the Board.

The irrigation system will be turned off by October 15, 2013 and blown out on November 10, 2013.

YMCA Report

Clubhouse Management and Rentals

Ms. Armitage provided a general update regarding the clubhouse management and rentals to the Board.

Programming

Ms. Armitage provided a general update to the Board regarding programming, noting that the end of season report will be presented at the next regular meeting on October 10, 2013.

Work Orders/Proposals

Consider Pool Heater Proposals

Ms. Armitage presented the pool heater proposals to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously authorized Ms. Armitage to negotiate the final pricing.

Director Lent requested that the cover be placed on the pool umbrella.

Facilities Management

Review Facilities Management Report

Ms. Borisov reviewed the Facilities Management Report with the Board.

ARC Requests/Revisions to Guidelines

The homeowner at 6483 S. Little River Way requested that the Board allow them a variance to only add two trees to the backyard to be in compliance with the guidelines, as the majority of the yard is grass and deck/patio, and the rock areas along the fence are too small to add plant material. Richmond will add the two trees. Following discussion, upon motion duly

made and seconded, the Board unanimously approved the variance.

The homeowner at 6247 S. Jamestown Ct. requested additional landscape to be added to the District property as their backyard abuts the area and there are privacy issues. The District determined not to add additional trees as requested, but will consider a request from the owner if they want to install and pay for any extra trees.

The homeowner at 6259 S. Jamestown Ct. received a violation for their driveway needing maintenance (Spaulding/Fading); they have requested an extension as they are fighting with the builders (Beazer) that have gone out of business. Following discussion, upon motion duly made and seconded, the Board granted a six month extension.

The homeowner at 6263 S. Jackson Gap Ct. received several violations and fines about the paint colors on their front porch and have requested to be able to finish the paint job. Following discussion, upon motion duly made and seconded, the Board unanimously approved the request so long as they follow the previous approval they received and the colors match.

Covenant Enforcement

Ms. Borisov provided the Board with a general update regarding covenant enforcement.

The Board engaged in general discussion regarding the appointment of a Covenant Enforcement and Architectural Review Committee. Following discussion, upon motion duly made and seconded, the Board unanimously appointed Director Lent and Director Dempsey to the Committee.

Work Orders/Proposals

Ms. Borisov provided the Board with a general update regarding work orders and proposals.

Collection/Delinquent Accounts

Ms. Borisov provided the Board with a general update regarding collections and delinquent accounts.

Other Facilities Management

The Board engaged in general discussion regarding front yard lighting. Following discussion, upon motion duly made and seconded, the Board adopted approved guidelines to be submitted to Norris Design for review.

Ms. Borisov provided an update to the Board regarding the palettes for painting homes. The Board tabled this discussion.

Financial Report/Claims Payable/Financial Matters

Consider Acceptance of Financial Report

Ms. Bartow presented the financial report to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously accepted the report.

Public Hearing on 2013 Amended Budget

Director Tashma opened the public hearing on the 2013 budget amendment. After no public comment was made, the hearing was closed. Ms. Bartow presented the 2013 budget amendment to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the amendment.

Discuss Preliminary Certification of Value

Ms. Bartow discussed the preliminary certification of value with the Board.

2014 Budget Process

Ms. Bartow discussed the 2014 budget process with the Board. Ms. Bartow stated the preliminary 2014 budget should be available to the Board at the regular meeting on October 10, 2013 and the budget hearing would take place at the regular meeting on November 14, 2013.

Other Financial Matters

The Board requested that Ms. Borisov request the per unit charge from Waste Management for the claims payable.

Legal Matters

Discuss and Consider Approval of Ground Lease with YMCA

Mr. Waldron presented the Ground Lease with the YMCA to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the lease.

Discuss and Consider Approval of Agreement for Payment in Lieu of Taxes with YMCA

Mr. Waldron presented the Agreement for Payment in Lieu of Taxes with the YMCA to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agreement and directed that all PILOT payments be delivered to the Bond Trustee.

Discuss and Consider Approval and Ratification of Revisions to the Loan Agreement Between the District, U.S. Bank National Association, as Custodian,

Mr. Waldron presented the revisions to the Loan Agreement between the District, U.S. Bank National Association, as custodian, and U.S. Bank National Association, as lender, and other related documents to the Board for consideration and ratification. Following discussion, upon motion duly made and seconded, the Board unanimously approved and ratified the

and U.S. Bank National
Association, as Lender, and
Other Related Documents

agreement and other related documents.

In addition, upon motion duly made and seconded, the Board designated Director Dempsey as the District's contact for federal tax issues.

Director's Items

Appointment of Park and
Recreation Advisory
Committee

The Board engaged in general discussion regarding the appointment of a Park and Recreation Advisory Committee and reviewed the names submitted. The Board determined to divide the community into six geographic areas and have the members from each area appoint one person to the committee. In addition, Ms. Armitage will serve as the YMCA's liaison on the committee and Director Jenkins will serve as the Board's liaison.

Meeting Time Limits

The Board engaged in general discussion regarding meeting time limits.

Policy of the Board

Following discussion, upon motion duly made and seconded, the Board unanimously determined to address homeowners' concerns prior to other business that may come before the Board.

Discuss Funding of ARI

The Board engaged in general discussion regarding the use of future ARI funds.

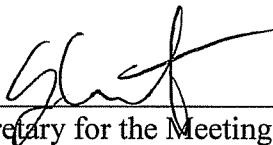
Other Business

None.

Adjournment

There being no further business to come before the Board, upon motion, second and unanimous vote, the meeting was adjourned.

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



Secretary for the Meeting

The foregoing minutes were approved on the 10th day of October, 2013.