

MINUTES OF A REGULAR MEETING OF THE BOARD OF
DIRECTORS OF

WHEATLANDS METROPOLITAN DISTRICT

Held: March 13, 2014 at 6:00 p.m., at 6601 S. Wheatlands
Parkway, Aurora, Colorado

Attendance

A regular 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
*Josh Deupree (*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; Nate Adams, Brickman; Kimberly Armitage; YMCA; and Irene Borisov, Summit Association Management.

The following residents were in attendance:

Mike Lennon
Bryan Jones

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

Public comment was made regarding the policy for approval of work that was authorized by a prior management company. Ms. Borisov provided an overview of the approval process.

Consent Agenda

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

- a. Approve February 13, 2014 Meeting Minutes
- b. Approve Claims Payable – Check Nos. 1131-1145 in the amount of \$65,116.77

Consider Appointment of Joshua Deupree and Administer Oath of Office

The Board noted a vacancy currently existed on the Board, that Joshua Deupree expressed interest in the position and that Mr. Deupree will be elected by acclamation at the May 6, 2014 election. Mr. Waldron noted that Mr. Deupree's qualification had been verified. Following discussion, upon motion duly made and seconded, the Board unanimously appointed Joshua Deupree to the Board of Directors. Director Tashma administered the Oath of Office.

Election of Officers

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

Update on Land Acquisition and Recreation Amenities

Director Tashma read a letter dated March 13, 2014 regarding an update on the land acquisition and recreation amenities into the record. Following discussion, upon motion duly made and seconded, the Board unanimously approved the letter, subject to final review by legal counsel.

Landscape Maintenance

Review Landscape Maintenance Report

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

Work Orders/Proposals Mr. Adams provided an update regarding the irrigation controller work that is currently being done at South Smoky Hill and Arapahoe Road.

Other Landscape Maintenance Mr. Adams provided an update to the Board on the water allocation program with Aurora.

The Board discussed the need for a License Agreement to maintain access to the open space off Ider Street with the Board.

YMCA Report

Clubhouse Management Report Ms. Armitage reviewed the Clubhouse Management Report with the Board.

Update on Park and Recreation Advisory Committee Ms. Armitage provided an update on the Park and Recreation Advisory Committee to the Board.

Work Orders/Proposals The Board requested Ms. Armitage provide a proposal to install additional "No Smoking" signs around the Clubhouse and pool.

Alarm System Monitoring Ms. Armitage presented the Mountain Alarm proposal to monitor the burglar alarm system in the Clubhouse to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the proposal in the amount of \$770.00 plus an additional \$54.00 per month.

Facilities Management/District Operations

Review Facilities Management Report Ms. Borisov reviewed the Facilities Management Report with the Board and provided an update on sending coupon booklets to homeowners.

Covenant Enforcement There were two hearings scheduled for two different homeowners but neither one was in attendance; therefore, no hearings took place.

Ms. Borisov discussed the waiver of fines with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously authorized the manager to waive fines.

Architectural Review Matters Ms. Borisov provided the Board with an update regarding

Architectural Review Matters. Ms. Borisov informed the Board that she continues to work with homeowners to request documentation, and if no documentation, to submit pictures.

Work Order/Proposals

None.

Collection/Delinquent Accounts

Mr. Waldron provided a general update to the Board regarding collections and delinquent accounts.

Other Facilities Management

Ms. Borisov discussed the link to "Pay Lease" on the website. The Board determined to provide the link to Summit Association Management's website rather than expend additional money to create a direct link to the Pay Lease site.

Ms. Borisov informed the Board that she is working with Richmond Homes on either refinishing or replacing builder signs.

Financial Report/Claims Payable/Financial Matters

Review and Consider Acceptance of Financial Report

Ms. Bartow reviewed the January 31, 2014 financial statements with the Board. Following discussion, upon motion duly made and seconded, the Board unanimously accepted the financials.

Other Financial Matters

None.

Legal Matters

Consider and Approve Covenant Lien Settlement for Property at 25037 E. Lake Drive

Mr. Waldron presented the Covenant Lien Settlement for Property at 25037 E. Lake Drive to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the settlement.

Discuss Shared Use Parking Agreement With Cherry Creek Schools

The Board engaged in general discussion regarding the Shared Use Parking Agreement with Cherry Creek Schools. No action was taken.

Review Proposal from Bowman Vision Land for Mapping of Light Poles

The Board reviewed the proposal from Bowman Vision Land for mapping of light poles. The Board determined not to approve the proposal. The Board asked the YMCA to scan and laminate the current map.

Review and Approve 2014-2015 Landscape Maintenance Agreement with

Mr. Waldron presented the 2014-2015 Landscape Maintenance Agreement with Brickman to the Board for consideration. Following discussion, upon motion duly made and seconded,

Brickman	the Board unanimously approved the agreement, as amended.
Review and Consider Amended and Restated Resolution Concerning Enforcement Policy and Penalties	Mr. Waldron presented the Amended and Restated Resolution Concerning Enforcement Policy and Penalties to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agreement, as amended.
Review and Consider Second Amended and Restated Collection Resolution	This item was deferred.
Review and Approve Updated Clubhouse Rental Agreement	Mr. Waldron presented the Updated Clubhouse Rental Agreement to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agreement, as amended.
Discuss Debt Refinancing	The Board engaged in general discussion regarding debt refinancing. No action was taken.
Executive Session Pursuant to Section 24-6-402(4)(b) and (e) to Consult with the Attorney on Specific Legal Questions and to Develop Negotiating Positions, Strategy, and Instruct Negotiators Regarding the YMCA Ground Lease	Following discussion, upon motion duly made and seconded, the Boards convened into Executive Session for purposes of consulting with legal counsel on specific legal questions and to develop negotiating positions, strategy and instruct negotiations regarding the YMCA Ground Lease pursuant to Section 24-6-402(4)(b) and (e), C.R.S. Following discussion, upon motion duly made and seconded, the Board came out of Executive Session and commenced in regular session.
Third Amendment to Ground Lease	Mr. Waldron presented the Third Amendment to the Ground Lease to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the amendment.

Directors' Items

Other Director Items	None.
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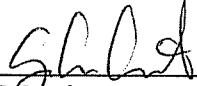
Other Business

The Board determined to hold a special meeting on April 21, 2014 at 9:30 a.m. at the Clubhouse.

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 April, 2014.