

MINUTES OF A SPECIAL MEETING OF THE BOARD OF  
DIRECTORS OF

WHEATLANDS METROPOLITAN DISTRICT

Held: December 10, 2015 at 6:45 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:

Jack Lent  
Mike Dempsey  
Robert Jenkins  
Josh Deupree  
Richard Tashma

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, General Counsel; Rick Gonzales, Marchetti & Weaver, District Accountant; Irene Borisov, Summit Management and Consulting, District Manager; Kimberly Armitage, YMCA and members of the public.

Call to Order

Director Lent 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

The Board reviewed the proposed agenda. Following discussion, upon motion duly made and seconded, the Board approved the agenda, as revised.

Public Comment	None.
Consent Agenda	<p>Upon motion duly made and seconded, the Board unanimously approved all items on the consent agenda as follows:</p> <ol style="list-style-type: none"> <li>Approve October 8, 2015 Regular and Special Meeting Minutes and October 22, 2015 Special Meeting Minutes</li> <li>Approve Claims Payable – Check Nos. 1548-1589, in the amount of \$193,451.00</li> <li>Accept Water Usage Tracking Report</li> <li>Approve and Ratify Covenant Enforcement Committee Recommendations – None</li> <li>Approve and Ratify Architectural Review Committee Recommendations – None</li> <li>Accept September 30, 2015 Financial Statements</li> <li>Approve Special District Disclosure Pursuant to § 32-1-809 C.R.S.</li> <li>Ratification/Approval of 2014 Annual Report</li> <li>Approve Amended and Restated Collections Resolution</li> <li>Approve May 2016 Election Resolution</li> <li>Consider Approval of Independent Contractor Agreement with Shad Wilson for 2015 Holiday Lighting</li> </ol>

### **Landscape Maintenance**

Landscape Maintenance Report	Mr. Deupree and Mr. Cox reviewed the Landscape Maintenance Report with the Board. Mr. Cox informed the Board that snow removal has been difficult. He also updated the Board regarding the plant replacement project.
Work Orders and Proposals	Mr. Cox presented the Board with a Native Reseeding proposal for its consideration. Following discussion, upon motion duly made and seconded, the Board approved the proposal for native reseeded, in the amount of \$10,475.00.
Weed Control Plan for 2016 – Native Areas and Open Space	The Board engaged in general discussion. No action was taken.
Detention Pond Maintenance	A general update was given. No action was taken. Ms. Borisov will request a proposal from Lincoln Thomas with Bowman Vision Land.
Other Landscape Maintenance	None.

### **Recreation/Community Activities/Programming**

Clubhouse/Pool Operations Report	Director Jenkins and Ms. Armitage reviewed the Clubhouse/Pool Operations Report with the Board and gave a
----------------------------------	---

general update.

Work Orders/Proposals	Ms. Armitage noted that she is working on painting proposals for the interior of the clubhouse and that the heater fan unit is being replaced.
-----------------------	--

Other Recreation/Community Activities/Programming	None.
---	-------

**Property Management Committee Report**

District Management Report	Ms. Borisov reviewed the District Management Report with the Board.
----------------------------	---

Consider Approval of Revisions to Residential Improvement Guidelines and Site Restrictions	Ms. Borisov discussed the revisions to the Residential Guidelines and Site Restrictions with the Board. Following discussion, the Board determined to table the revisions.
--	--

Other District Management	None.
---------------------------	-------

**Financial Report/  
Financial Matters**

2015 Budget Amendment Hearing/Adoption of Resolution to Amend 2015 Budget	Mr. Waldron reported that the public hearing was published in accordance with Colorado Law in the <i>Aurora Sentinel</i> on November 12, 2015. Director Dempsey opened the 2015 budget amendment hearing. There being no public comment, the hearing was closed.
---	--

The Board considered the adoption of the Resolution to Amend the 2015 Budget. Following discussion, upon motion duly made and seconded, the Board approved the resolution.

2016 Budget Hearing/Adoption of Budget Resolution	Mr. Waldron reported that the public hearing was published in accordance with Colorado Law in the <i>Aurora Sentinel</i> on November 12, 2015. Director Dempsey opened the 2016 budget hearing. There being no public comment, the hearing was closed.
---	--

Mr. Gonzales reviewed the proposed 2016 Budget with the Board. The Board considered adoption of the 2016 Budget Resolution. Following discussion, upon motion duly made and seconded, the Board approved the resolution adopting the budget, appropriating funds therefor and certifying thirty (30) mills for the general fund, of which restricting five (5) mills for Capital, forty (40) mills for the debt service fund and one (1) mill for the contractual obligations fund.

Review and Approve Auditor Engagement Proposal for 2015 Audit	Mr. Gonzales presented the Board with the auditor proposals to complete the 2015 audit. Following discussion, upon motion duly made and seconded, the Board approved the engagement of Dazzio & Associates, P.C. to complete the District's 2015 audit.
Review and Approve Marchetti and Weaver, LLC Engagement Letter	Mr. Gonzales presented the Board with the Marchetti and Weaver, LLC engagement letter for accounting services for consideration. Following discussion, upon motion duly made and seconded, the Board approved the engagement letter.
Review October 2015 Financial Statements	Mr. Gonzales presented and reviewed with the Board the October 2015 Financial Statements. Following discussion, upon motion duly made and seconded, the Board accepted the financials.
Other Financial Matters	None.

### **Legal Matters**

Review and Approve 2016 Annual Administrative Resolution	Mr. Waldron presented the Board with the 2016 Annual Administrative Resolution for consideration. Following discussion, upon motion duly made and seconded, the Board approved the resolution.
Review and Approve White Bear Ankele Tanaka & Waldron, P.C. Engagement Letter	Mr. Waldron presented the Board with an updated White Bear Ankele Tanaka & Waldron, P.C. engagement letter for legal services. Mr. Waldron advised the Board that as he is not independent as to the engagement, the Board may have the letter reviewed by outside counsel. Following discussion, upon motion duly made and seconded, the Board approved the engagement.
Discuss Park Master Plan and Consider Authorizing a Grant Application	The Board engaged in general discussion. The Board determined to not submit a grant application this cycle.
Discuss Aurora Regional Improvement Authority and Proposed Improvements	The Board engaged in general discussion, and authorized legal counsel to proceed with the promissory agreement.
Other Legal Matters	None.

### **Directors' Items**

Other Director's Items	The Board engaged in discussion regarding the District's website and authorized the committee to proceed with the recommended changes.
------------------------	--


**Executive Session Pursuant  
to § 24-6-402(4)(b) and (e),  
C.R.S.**

Director Lent made a motion to go into executive session pursuant to § 24-6-402(4)(b) and (e), C.R.S., for the purpose of discussing specific legal questions and to develop negotiating positions, strategy and instruct negotiators regarding the YMCA Ground Lease. The Board did not engage in substantial discussion for any matter not enumerated in Section 21-6-402(4)(b) and (e), C.R.S. The Board did not adopt any proposed policy, position, resolution, rule, regulation, or formal action. The executive session was adjourned on a motion by Director Lent, seconded by Director Dempsey and passed on the affirmative vote of all Board members.

**Adjournment**

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

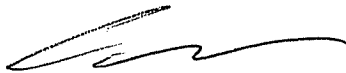
The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.

  
\_\_\_\_\_  
Secretary for the Meeting

The foregoing minutes were approved on the 11<sup>th</sup> day of February, 2016.

ATTORNEY STATEMENT  
REGARDING PRIVILEGED ATTORNEY-CLIENT COMMUNICATION

Pursuant to Section 24-6-402(2)(d.5)(II)(B), C.R.S., I attest that, in my capacity as the attorney representing Wheatlands Metropolitan District, I attended the executive session meeting of Wheatlands Metropolitan District convened on December 10, 2015, for the sole purpose of discussing specific legal questions and to develop negotiating positions, strategy and instruct negotiators regarding the YMCA Ground Lease pursuant to Section 24-6-402(4)(b) and (e), C.R.S. I further attest it is my opinion that all of the executive session discussion constituted a privileged attorney-client communication as provided by Section 24-6-402(4)(b) and (e), C.R.S. and, based on that opinion, no further record, written or electronic, was kept or required to be kept pursuant to Section 24-6-402(2)(b), C.R.S., or Section 24-6-402(2)(d.5)(II)(B), C.R.S.

  
\_\_\_\_\_  
Signature

Clint C. Waldron, District General Counsel

2/12/2016  
Date