

MINUTES OF A REGULAR MEETING OF THE BOARD OF
DIRECTORS OF

WHEATLANDS METROPOLITAN DISTRICT NO. 2

Held: March 8, 2012 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 No. 2 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:

Steven S. Perry
Richard Tashma
Kevin McGlynn

Directors Goldberg and McFarland were absent and unexcused.

Also present were Clint Waldron, Esq., White, Bear & Ankele Professional Corporation, General Counsel; John Heckendorf, CliftonLarsonAllen, District Accountant; Kimberly Armitage, YMCA; Bradley Goetz, Land Architecture, Colorado State University; Erica Sandoval, Colorado Management, District Manager; Nate Adams, Brickman, District landscape contractor; and several residents.

Call to Order

Director Perry 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 disclosure 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. After consideration, the Board unanimously approved the agenda, as revised.
Public Comment	None
Discussion of Landscape Design Project (CSU)	Mr. Goetz provided an overview of the project and confirmed that he will take on the park redesign as a class project. He noted that he has undertaken site research and asked the Board for input on what they would like to see in the park. It is anticipated that the park design project will produce approximately 20 concept models to be presented to the Board around the first of May. No further action was taken at this time.
Discussion of Pool Maintenance/ADA Requirements (YMCA)	<p>Ms. Armitage provided an overview of the programming available through the YMCA and distributed materials regarding swimming lessons. Ms. Armitage informed the Board that she will mail flyers and program preference surveys to residents. After discussion, the Board determined to allow non-residents to register for programs as well.</p> <p>Ms. Armitage will make sure that the chemical listing is completed and filed as required.</p>
Status of Website	Director Tashma provided an update on the status of the district website and informed the Board that he would be e-mailing the link to the Directors and consultants to review the content.
Consent Agenda	<p>The Board considered the following items on the consent agenda:</p> <ul style="list-style-type: none">• Approval of December 1, 2011 Special Meeting Minutes• Approval of March 1, 2012 Work Session Minutes• Consider Approval/Ratification of Commercial Cleaning Contract• Consider Approval/Ratification of Pool

Attendants/Maintenance Contract

- Consider Approval/Ratification of Engagement of Auditor for 2011 Audit
- Consider Approval/Ratification of First Amendment to Management Agreement
- Consider Approval of Addendum to Vision Land Contract for Mapping Services (Total Revised Contract Price of \$5,350.00)
- Consider Approval of Landscape Work Orders and Repairs (shrubs - \$475.00, rut on Jamestown - \$654.00, perennials & mulch top-dress - \$855.00, Pruning - \$6,800, Clubhouse beds - \$2,980)
- Consider Approval of Amended and Restated Annual Administrative Resolution

Water Usage Tracking

A motion was made and seconded to approve all items on the consent agenda. The motion was approved unanimously.

Mr. Adams reviewed the updated tap map with the Board and noted that a couple of areas need to be revised. Mr. Heckendorf distributed an updated water usage summary. The Board discussed the water usage for the various taps and reaffirmed the intent to reduce water usage to the extent possible. The Board discussed the need for a map showing the various irrigation zones and asked that Mr. Adams prepare a cost estimate for the work.

Landscape Maintenance:

Review Landscape Maintenance Report

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

Consider Approval and Ratification of Work Orders and Repairs

The Board discussed the proposal for ET controllers, master valves and flow sensors as a means to reduce water usage and be able to better monitor the water distribution system. It is estimated that the ET controllers will result in cost savings of between 10% and 30%. The Board discussed the pros and cons of different manufacturer's hardware. A motion was made and seconded to appoint Director McGlynn to approve the final proposal not to exceed \$45,000 subject to receipt of information concerning warranty, insurance and maintenance plan availability. The motion was approved unanimously. Brickman will provide rain-sensors at no cost to the District. The Board also requested that Mr. Adams schedule a time for a representative of the ET controller manufacturer to attend a Board meeting and discuss the system with the Board.

The Board reviewed a proposal for site re-seeding. A motion was made and seconded to approve the proposal, subject to final legal review and the inclusion of a site survey. The motion was approved unanimously.

Other Landscape
Maintenance

None.

Facilities Management:

Review Facilities
Management Report

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

Consider Approval and
Ratification of Contracts and
Work Orders

The Board reviewed the landscape maintenance bids. After discussion, a motion was made and seconded to award the bid to Brickman in the amount of \$76,320 for 12 months. The motion was approved unanimously.

The Board reviewed the proposal from Waste Management to provide trash removal and recycling services. It was noted that the proposal included recycling and recycling containers at no additional cost. The new contract price would also result in a cost savings of \$1.14 per homeowner. After discussion, a motion was made and seconded to award the contract to Waste Management in the amount of \$10 per home per month, subject to final legal review of the contract. The motion was approved unanimously.

The Board reviewed the proposal from the YMCA & Peak One Pool & Spa to bring the pools into compliance with the new ADA requirements. After discussion, a motion was made and seconded to award the contract as presented. The motion was approved unanimously.

The Board discussed the current Clubhouse Cleaning Contract. After discussion, a motion was made and seconded to appoint Director McGlynn to approve the final maintenance proposal and determine whether to terminate the current contract.

Update on District Fee
Billing and Collections

The Board was provided a general update on District fee billing and collections.

Review and Consider
Approval and Ratification of
Petty Cash Payables

It was noted the there had been no change in the petty cash payables.

Informational Letter to Homeowners	Ms. Sandoval noted that the information letter to homeowners is in progress and will be circulated to the Board for approval prior to being mailed to residents.
Clubhouse Rental Discussion	After discussion, the Board determined that use of the clubhouse for community social events will be \$25 to cover the cost of cleaning.
Other Facilities Management	Ms. Sandoval updated the Board on the status of the comprehensive technology package. After discussion, a motion was made and seconded to appoint Director Perry to approve the final proposal not to exceed \$40,000. The motion was unanimously approved.

Financial Matters:

Consider Acceptance of Financial Report	Mr. Heckendorf presented the December 31, 2011 Financials and the schedule of General Fund expenditures through February 29, 2012. After review and discussion, a motion was made and seconded to approve the financials. The motion was approved unanimously.
Consider Approval and Ratification of Claims Payable	Mr. Heckendorf reviewed claims payables with the Board. A motion was made and seconded to approve the claims payable for check numbers 1302-1312 in the amount of \$29,923.44. The motion was approved unanimously.
Trust Account Investment Options	The Board determined to defer action on the Trust Account Investment Options to the next meeting.

Legal Matters:

Update on May 8, 2012 Election	Mr. Waldron provided the Board with a general update on the May 8, 2012 election.
Consider Approval of Residential Improvement Guidelines and Site Restrictions	The Board engaged in discussion regarding the Residential Improvement Guidelines and Site Restrictions. After review and discussion, a motion was made and seconded to adopt the Residential Improvement Guidelines and Site Restrictions as presented as interim guidelines, with a thirty day moratorium on approval of fencing requests. The motion was approved unanimously. Mr. Waldron will schedule a meeting with the City of Aurora to discuss the fencing issues and report back to the Board at the next meeting.

Executive Session (If
necessary)

Not necessary.

Other Business:

The Board discussed the cost savings associated with moving to paperless meeting packets. After discussion, a motion was made and seconded to move forward with paperless meeting packets. The motion was approved unanimously. Ms. Sandoval was instructed to move forward with the purchase of the iPads as discussed.

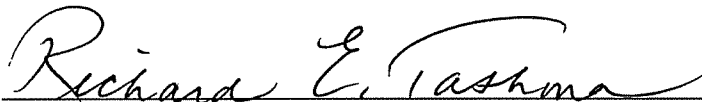
Next Meeting

The next regular meeting of the Board will be held on April 12, 2012.

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.

A handwritten signature in cursive script, reading "Richard E. Tashma", written in dark ink.

Secretary for the Meeting

The foregoing minutes were approved on the 12th day of April, 2012.