

MINUTES OF A REGULAR MEETING OF THE BOARD OF
DIRECTORS OF

WHEATLANDS METROPOLITAN DISTRICT NO. 2

Held: March 10, 2011 at 5:30 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 Kristen D. Bear, Esq., White, Bear & Ankele Professional Corporation, General Counsel; Carrie Bartow, Clifton Gunderson LLP, District Accountant; and Kent Vanderploeg, Brickman, District landscape maintenance contractor.

Call to Order

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

Disclosure Matters

Ms. Bear 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

Ms. Bear presented the proposed agenda to the Board for consideration. After consideration, the Board unanimously approved the agenda, as revised.

Approval of Minutes from
December 13, 2010 Board
Meeting

The minutes of the December 13, 2010, special meeting were reviewed. Upon a motion duly made and seconded, the Board unanimously approved the minutes, and ratified all actions taken at the meeting.

Landscape Maintenance:

Ownership and Landscape
Maintenance Mapping/ HOA
Maintenance

The Board engaged in a general discussion regarding the ownership and landscape maintenance mapping and Homeowner's Association maintenance areas. No further action was taken at this time.

Revised Brickman
Landscape Maintenance Bid

The Board discussed the landscape maintenance areas and the necessity of adding additional areas to the original scope of services. Brickman has estimated the costs of the new scope to be around \$105,000, but noted the official bid was not yet finalized. The Board asked Brickman to send the revised, final proposal to the Board. The Board also asked Brickman to provide them with the proposal regarding the planting of flowers on the HOA maintained areas.

2010 and 2011 YTD Snow
Removal Costs

The Board engaged in general discussion regarding the 2010 and 2010 year-to-date snow removal costs. No further action was taken at this time.

Slow the Flow Colorado –
Free Sprinkler Inspection
Program / Irrigation Audit

The Board discussed the Slow the Flow Colorado Free Sprinkler Inspection Program and the possibility of Brickman performing an Irrigation Audit. After further discussion, a motion was made and duly seconded to authorize Brickman to proceed with an irrigation audit in a not-to-exceed amount of \$4,000. The motion was unanimously approved.

Status of Insurance Claim -
Backflows

The Board engaged in discussion regarding the backflow thefts. The matter has been turned over the insurance company and the Board will be notified when the work is completed.

Legal Matters:

2011-2012 Brickman
Landscape Maintenance
Contract – Expires April 15,
2011

As previously discussed, Brickman informed the Board that the estimated contract amount for the 2011 Landscape Maintenance would be approximately \$105,000 with the inclusion of the additional maintenance areas. After discussion, a motion was made and seconded to award the 2011 Landscape Maintenance contract to Brickman in a not-to-exceed amount of \$100,000. The motion was approved unanimously.

Upon motion duly made and seconded, the Board also unanimously authorized Brickman to do irrigation repair work without prior Board approval in an amount not-to-exceed \$5,000. Brickman will provide notification to the Board when the costs approach \$3,000. Brickman will provide monthly invoicing and reports to the Board with detailed information on irrigation repairs.

Status of Turnover of
Property to Aurora for
Maintenance –
Isolation/Conveyance of Tap

The Board generally discussed the status of the property. The Board would like to be apprised of progress relative to the repairs/improvements on this property and the status of the City's acceptance. The Board acknowledged that it may be asked for assistance relative to the splitting off of the water tap for the area.

Master Agreement – Term
Sheet

The Board engaged in general discussion regarding the Term Sheet. The Board requested that the subordinate obligations be secured by a limited mill levy of 40.000 mills debt service pledge with full discharge of any amounts not paid at the end of the permitted term under the Service Plan. A motion was made and duly seconded to authorize district counsel to draft an agreement for consideration at the next board meeting. The motion was approved unanimously.

Executive Session
(If Necessary)

Not necessary.

Financial Report/Claims
Payable/Financial Matters:

Financial Reports and Claims
Payables

The Board engaged in general discussion regarding the December 2010 financials.

Ms. Bartow presented the Board with the outstanding payables.

The Board noted that there were outstanding property taxes determined to be paid by the developer. A motion was made and seconded to approve the claims payable with exception of the outstanding property taxes. The motion was approved unanimously.

Public Hearing on 2010
Budget Amendment

Director Perry opened the public hearings for the 2010 budget amendment for the District. Ms. Bear noted that notice of the public hearing was made in accordance with the applicable Colorado statutes. There being no public present, the public hearings were closed.

The Board discussed the 2010 budget amendment which would amend the Debt Service Fund from \$1,786,300 to \$1,790,300. Upon a motion duly made and seconded, the Board unanimously approved the 2010 budget amendment.

Status of Delinquencies –
Collection Process

The Board engaged in a general discussion regarding the status of delinquencies and the collection process. The Board asked that the District Accountant and Legal Counsel pursue collections as expeditiously as possible. No further action was taken at this time.

Request for Waiver of Fees –
Account #49

The Board discussed the request for a waiver of fees on Account #49. The Board concluded that they would not waive the fees associated with this account.

Quarterly Update to
Homeowners

The Board engaged in a general discussion regarding a quarterly update to homeowners. No further action was taken at this time.

Other Business:

None

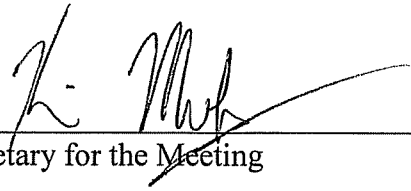
Next Meeting

The next regular meeting of the Board will be held in June, 2011.

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 7th day of
July, 2011.