

MINUTES OF A REGULAR MEETING OF THE BOARD OF
DIRECTORS OF

WHEATLANDS METROPOLITAN DISTRICT

Held: December 13, 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 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
Kevin McGlynn
Mark Zwingelberg
Darrin "Lee" Scheck

Director Perry was absent and excused.

Also present were Clint Waldron, Esq., White, Bear & Ankele Professional Corporation, General Counsel; Erica Sandoval, Colorado Management, District Manager; Carrie Bartow, CliftonLarsonAllen, District Accountant; Kimberly Armitage, YMCA; Nate Adams, Brickman, District landscape contractor; and one resident.

Call to Order

Director McGlynn 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. After consideration, the Board unanimously approved the agenda as revised.

Public Comment

None.

Consent Agenda

A motion was made and seconded to approve all items on the consent agenda as follows:

- a. Approve November 8, 2012 Regular Meeting Minutes
- b. Approve November 29, 2012 Work Session Minutes
- c. Approve Claims Payable – check numbers 1453-1487 totaling \$57,353.06
- d. Approve Public Records Policy

The motion was approved unanimously.

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.

Work Orders/Proposals

The Board reviewed Brickman's proposal to trench the main line extension on Wheatlands Parkway. It was noted that the City has requested that the District no longer use the valve located on city property. Mr. Adams noted that Brickman will discount the work from \$5,275 to \$4,220 if the work is approved by January 10, 2013. Upon a motion duly made and seconded, the Board unanimously approved the proposal.

Other Landscape Maintenance

None.

YMCA Report

Ms Armitage provided a general report on the clubhouse rentals and programming. She also updated the Board on the access and security system.

Facilities Management

Review Facilities Management Report

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

The Board discussed statement options for 2013 and determined to continue sending out monthly statements for the time being.

Work Orders/Proposals

Ms. Sandoval noted that the program fee for the pet waste stations will be \$175 per station. Ms. Sandoval will confirm that there are sufficient stations in the surrounding area to qualify for the program.

Proposals for light inspections were submitted to the Board for review and consideration. After review, the Board noted several of the bids needed clarification. A motion was made, seconded and unanimously carried to authorize Director McGlynn to award a contract in an amount not to exceed \$150.00 per month, subject to receipt of updated proposals from Ms. Sandoval.

ARC Requests

Ms. Sandoval provided the Board with a general update regarding ARC requests.

Covenant Enforcement

Ms. Sandoval provided the Board with a general update regarding covenant enforcement. The Board is still waiting for proposed language regarding basketball hoops in driveways from the residents. In addition, the Board addressed several concerns related to the staining and upkeep of privacy fencing.

The Board also requested that Ms. Sandoval confirm that all builders are aware of and following the adopted design guidelines.

Delinquencies

Ms. Sandoval provided the Board with a general update regarding account delinquencies.

Other Facilities Management

The Board engaged in general discussion regarding the status of website updates and manager's blog. The Board requested that Mr. Waldron negotiate a reduced fee for website hosting and website updates with Hughes & Stuart.

**Financial Report/Claims
Payable/Financial Matters**

Public Hearing on 2013
Budget

Director McGlynn opened the public hearing on the 2013 budget for the District. Mr. Waldron noted that notice of the public hearing was made in accordance with the applicable Colorado statutes. No public comment was offered and the public hearing was closed. Ms. Bartow reviewed the budget with the Board.

Upon a motion duly made and seconded, the Board unanimously approved the budget, subject to final assessed valuation from the county, appropriated revenues sufficient for the expenditures for the District, certified a mill levy of 25.000 mills for general operating expenses, 50.000 mills for debt service obligations, and 1.000 mill for contractual obligation expenses, and approved the budget resolution. The District monthly operations fees in 2013 will be \$65 for residential units and \$45 for vacant lots.

**Public Hearing on 2012
Budget Amendment**

Director McGlynn opened the public hearing on the 2012 budget amendment for the District. Mr. Waldron noted that notice of the public hearing was made in accordance with the applicable Colorado statutes. No public comment was offered and the public hearing was closed. Ms. Bartow reviewed the budget amendment with the Board.

Upon a motion duly made and seconded, the Board unanimously approved an amendment to the General Fund – expenditures, in the amount of \$1,040,000, and the ARI Fund - expenditures, in the amount of \$26,000.

**Consider Acceptance of
Financial Report**

Ms. Bartow reviewed the financial report with the Board. Upon a motion duly made and seconded, the Board unanimously accepted the Financial Report.

Other Financial Matters

None.

Legal Matters

**2013 Annual Administrative
Resolution**

Mr. Waldron reviewed the resolution with the Board. Upon motion duly made and seconded, the Board unanimously approved the 2013 Annual Administrative Resolution, as amended.

**Engagement of
CliftonLarsonAllen for 2013**

The Board reviewed the engagement letter from CliftonLarsonAllen to provide accounting services to the District for 2013. Upon motion duly made and seconded, the Board unanimously approved the engagement of CliftonLarsonAllen for 2013.

**Third Amended and Restated
Resolution Regarding the
Imposition of a General
Operations Fee and a
Working Capital Fee
Discuss Status of Fence**

Mr. Waldron presented the resolution to the Board for review and consideration. After discussion regarding the fee increases, upon a motion duly made and seconded, the Board unanimously approved the fee resolution as presented.

Mr. Waldron noted that this has been turned over to the

Dispute

District's insurance carrier.

Other Business

The Board considered proposals from Colorado Management for renewal of District Management Services and the YMCA for Clubhouse Management Services. Upon a motion duly made and seconded, the Board unanimously approved the proposals as presented.

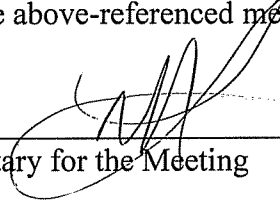
Next Meeting

The next regular meeting of the Board will be held on January 10, 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.



Secretary for the Meeting

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