

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS
OF THE
ASPEN PARK METROPOLITAN DISTRICT
HELD
August 16, 2011**

A regular meeting of the Board of Directors of the Aspen Park Metropolitan District was held on Tuesday, August 16, 2011 at 12:00 noon at Clifton Gunderson LLP, 8390 E. Crescent Parkway, Suite 500, Greenwood Village, CO.

Attendance: In attendance were Directors:

William R. Frogge
Dennis Shirilla
Sam Sours
Christine Montague

Also in attendance were:

Bob Blodgett; Clifton Gunderson LLP
Mike Kosdrosky; Clifton Gunderson LLP
Christine Harwell; Clifton Gunderson LLP
Clint Waldron; White, Bear & Ankele Professional Corporation
Bill Goetz; TST Infrastructure, LLC
Marti Whitmore; Jackson Kelly
Nancy Craig; API/Hunt Properties (Via telephone)

Call to Order Director Frogge called the meeting to order at 12:00 p.m. The absence of Director Bates was excused.

Potential Conflicts
Of Interest The Board discussed the requirements of Colorado law to disclose any potential conflicts of interest of the Board of Directors to the Secretary of State. The Board reviewed the agenda for the meeting, following which each Board member confirmed the contents of 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. Mr. Waldron noted that forms disclosing potential conflicts of interest had been filed in accordance with law.

Board Vacancy A. Accept Resignation of Director William Mark

Upon a motion duly made and, seconded, and upon unanimous vote, the Board accepted the resignation of Director Mark.

RECORD OF PROCEEDINGS

B. Appoint Christine Montague to the Board

Upon a motion duly made and, seconded, and upon unanimous vote, the Board appointed Christine Montague to the Board vacancy.

C. Oath of Office

Director Frogge administered the Oath of Office to Ms. Montague and she took her seat on the Board.

D. Appoint Secretary/Treasurer

Upon a motion duly made and, seconded, and upon unanimous vote, the Board appointed Christine Montague as Secretary/Treasurer of the Board.

Public Comments None.

CONSENT AGENDA

Mr. Blodgett recommended the removal of the Engineer's Report from the Consent Agenda as it was not included in the Board packet. The Board concurred. Upon a motion duly made and, seconded, and upon unanimous vote, the Board approved the Consent Agenda represented by items IV, V B-D, VI, VII, VIII, & IX:

IV. Review/Approve Minutes of the June 8, 2011 Special Board Meeting and the May 17, 2011 Regular Board Meeting.

V. API Updates

VI. Engineering/Construction Items

B. Accept Water Usage Tracking Reports

C. Accept July 2011 Exfiltration Gallery Monitoring Report

D. Accept BCWA Meeting Information

VII. Financial Items

A. Approve June/July Claims Totaling \$42,973.98

B. Ratify Approval of May Claims

VIII. Manager's Items

A. Accept Referrals

RECORD OF PROCEEDINGS

B. Information Items

IX. Attorney Items

DISCUSSION AGENDA

X. API Updates

A. Surface Discharge Permit (SDP), Preliminary Effluent Limits (PEL) and Substitute Water Supply Plan (SWSP) Applications and Augmentation Plan Amendment Applications

Ms. Whitmore reported that the water rights issue is awaiting a final letter for approval of the SWSP.

The State is focusing on the accounting forms associated with the augmentation plan. These should be approved in the near future.

Ms. Whitmore reported the Water Quality Control Division has been very slow to respond and approve the District's PELs. They have recently adopted a new anti-degradation standard which requires a level of nitrate which is too small to detect. Mr. Goetz has sent an appeal letter to the State to request a different PEL standard.

Ms. Whitmore and Mr. Goetz reported the District is not presently hauling effluent from the site. The District's exfiltration gallery No. 1 has been able to handle all of the wastewater effluent for the past three months.

Mr. Goetz suggested that TST might want to consider TVing some of the lines in the future when there is excess flow which requires hauling. This could be more cost effective than continuing to pay for hauling trucks at 6,000 gallons per load several times a month.

B. Leasing Status

Ms. Craig reported that API has leased building 7A, a 25,000 square foot building, to Big R. They will open November 15, 2011. They are also working on several other leases. The Board congratulated Ms. Craig on the leasing activity.

RECORD OF PROCEEDINGS

Director Montague reported that the Farmer's Market in the 7A parking lot has been held each Friday from 11:00 a.m. to 2:00 p.m. from July 1 through Labor Day. They have been successful. They will look for a new location since the building has been leased by Big R.

C. Other

Director Sours reported API has authorized the landscaping adjacent to the fence near the Bossman property and also painting the tank as requested by the Bossmans at a prior meeting.

XI. Engineering/Construction Items

A. Bank of the West Sanitary Sewer Connection

Mr. Goetz reported Bank of the West is still interested in connecting to the District in the future. He will contact them to discuss this issue further.

B. Approve Maintenance and Repair Work Orders

None.

XII. Financial Items

A. Accept June 30, 2011 Financial Statements

Ms. Harwell presented the June 30, 2011 Financial Statements to the Board. After discussion, upon a motion duly made and, seconded and, upon unanimous vote, the Board accepted the Financial Statements.

B. Accept August 1, 2011 Cash Position

Ms. Harwell reviewed the August Cash Position with the Board. After discussion, upon a motion duly made and, seconded and, upon unanimous vote, the Board accepted the Cash Position Statement.

C. Status of June 30, 2012 Continuing Disclosure Report

Ms. Harwell reported that the Continuing Disclosure Report would be completed by the deadline of August 31, 2011.

RECORD OF PROCEEDINGS

D. Review July 31, 2011 PIF YTD Collection Report

Ms. Harwell distributed information on the PIF collections through July, 2011. She reported the collections are approximately the same as the prior year.

After discussion, upon a motion duly made and, seconded and, upon unanimous vote, the Board accepted the PIF YTD Collection Report.

Ms. Harwell also reported that the District will be moving forward with PIF Audits at King Soopers and Wendy's in the near future.

E. Potential Sales Tax Revenue and Rate for Eligible Expenditures

Ms. Harwell reviewed the Report prepared by Clifton Gunderson LLP indicating that the District spends approximately \$30,000 to \$35,000 presently in eligible expenditures (e.g. streets, storm drainage, landscaping, snow plowing and traffic safety) which would qualify for revenue from the new 2010 state sales tax revenue statute for districts.

The Report indicates this would equate to an approximate .25% sales tax of the gross sales that are taxable presently within the Villages of Aspen Park Shopping Center.

Ms. Harwell reported the cost to collect and remit the tax would be borne by the State of Colorado.

Mr. Blodgett reported the cost for the election, would be fairly minimal since the only voters in the District are the Directors and their spouses.

F. Status of Repair and Replacement Schedule for Major Infrastructure to be done with 2012 Budget

Mr. Blodgett reported this would be provided at the November Board meeting as a part of the 2012 Budget review process.

RECORD OF PROCEEDINGS

XIII. Manager's Items

A. Status of Direct Billing of Tenants

Mr. Blodgett reported this has been initiated over the past few months. He is not aware of any issues from the utility billing staff. He will confirm that with Mr. Urkoski.

B. Website Update

Mr. Blodgett will work with Mr. Goetz and Ms. Whitmore on the website regarding the District's request for a Surface Discharge Permit in South Turkey Creek due to exfiltration gallery No. 1 being at capacity.

C. 2012 Budget

1. Preliminary 2010 Assessed Value – August 25, 2011

Mr. Blodgett will provide this information to the Board as soon as it is received by the District.

2. Draft Budget – October 15, 2011

Mr. Blodgett will provide a draft Budget to the Board by the October 15th deadline. This will be reviewed and modified by the Board prior to the November 15, 2011 meeting.

3. Call Special Meeting to Conduct Public Hearing for November 15, 2011 to Review and Approve 2012 Budget

Upon a motion duly made and, seconded and, upon unanimous vote, the Board called a Special Meeting for November 15, 2011 to hold a Public Hearing to review and approve the 2012 Budget. Ms. Craig suggested the meeting could be held in the vacant Real Pro space at the Center.

At this meeting, the Board may modify the draft Budget and approve it.

RECORD OF PROCEEDINGS

XIV. Attorney's Items

A. Discuss Potential November 1, 2011 Sales Tax Election

Mr. Waldron discussed the potential sales tax election with the Board.

B. Approve Resolution Calling the November 1, 2011 Election

Upon a motion duly made and, seconded and, upon unanimous vote, the Board approved a Resolution calling the November 1, 2011 sales tax election with a not to exceed one percent sales tax.

C. Approve Third Amendment to the Agreement with Cummins Rocky Mountain for Generator Maintenance

Mr. Waldron reported that this has been reviewed by TST. There is a slight change in the amount from \$2,625 annually in 2010 to \$2,756 in 2011.

Upon a motion duly made and, seconded and, upon unanimous vote, the Board approved the Third Amendment to the Agreement with Cummins Rocky Mountain.

D. Ratify Agreement with Treatment Technology for Water and Sewer Facility Maintenance

Mr. Waldron reported that TST has reviewed the Agreement with Treatment Technology and recommends approval.

Upon a motion duly made and, seconded and, upon unanimous vote, the Board ratified the Agreement with Treatment Technology for water and sewer facility maintenance.

XV. Director's Items

A. Confirm Quorum for November 15, 2011 Meeting

The Board confirmed a quorum for the November 15, 2011 meeting.

RECORD OF PROCEEDINGS

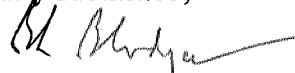
XVI. Other Business

None

XVII. Adjournment

Upon motion duly made, and seconded, and upon unanimous vote, the Board adjourned the meeting at 1:25 p.m.

Respectfully submitted,



Secretary for the Meeting