

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF THE
ASPEN PARK METROPOLITAN DISTRICT
HELD
March 27, 2012**

A special meeting of the Board of Directors of the Aspen Park Metropolitan District was held on Tuesday, March 27, 2012 at 9:00 a.m. at the Ken Caryl Ranch House, 7676 S. Continental Divide Rd, Littleton, CO.

Attendance: In attendance were Directors:

Dennis Shirilla
Sam Sours
Bill Bates
Christine Montague

Also in attendance were:

Bob Blodgett; CliftonLarsonAllen LLP
Matt Urkoski; CliftonLarsonAllen LLP
Clint Waldron; White, Bear & Ankele Professional Corporation
Nancy Craig; API/Hunt Properties (via telephone)
Al Allred; API/Hunt Properties (via telephone)
Michael Trenary; API/Hunt Properties (via telephone)
William R. Frogge; former Board member

Call to Order Director Sours called the meeting to order at 9:00 a.m.

Upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon unanimous vote, the Board elected Director Sours as acting President of the Board meeting.

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.

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CONSENT AGENDA

Upon a motion duly made by Director Shrilla, seconded by Director Bates, and upon unanimous vote, the Board approved the Consent Agenda as follows:

- III. Review/Approve Minutes of the February 21, 2012 Regular Board Meeting
- IV. Financial Items
 - A. Approve February Claims Totaling \$88,105.63
- V. Manager's Items
 - A. Accept Revised 2012 Enterprise Fund Budget
 - B. Accept Conifer Metropolitan District Information
 - C. Information Items
- VI. Legal Items
 - A. Accept March 20, 2012 Water Court Notice of Hearing on April 6, 2012 Regarding Water Rights Change
- VIII. Director's Items
 - A. Accept Resignation of Bill Frogge and Publication of Notice of Vacancy

DISCUSSION AGENDA

- VIII. API Updates

Mr. Allred reported leasing activity has been good. Tenants are providing good reports on sales. He will have a further update at the next Board meeting.
- IX. Engineering/Construction Items

No report.
- X. Financial Items
 - A. Approve Revised Fee Rate Structure

Mr. Urkoski distributed a copy of the new Fee Schedule to the Board for review. Mr. Blodgett reviewed the revised fee

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rate structure with the Board. He reported that the revised revenue target for the District is \$250,000, due to savings in consulting fees, and use of current and budgeted reserves in 2012.

The revised fixed fee rate structure projects \$150,000 in revenue or approximately 60% of the total revenue budget. The variable rate revenue for water usage at \$6.00, per thousand gallons and sewer usage at \$13.00 per thousand gallons will generate approximately \$100,000 for the 2012 revenue budget.

It was noted that all of the tenant's rates decline except for one under this new approach.

Mr. Urkoski reported that the Utility Billing office is prepared to implement this Schedule on April 1, 2012.

B. Update on Delinquent PIF and Utility Billing Collections

Mr. Urkoski reported on the meetings held by API and Director Montague with various tenants. Tenants are making good faith efforts to make their delinquent utility billing and PIF payments to the District.

Mr. Waldron reported that the collection of the PIF is governed by a PIF Collection Agreement. API is requested to make its reasonable commercial enforcement efforts to assist in collecting the PIF.

C. Other

None.

XI. Manager's Items

A. Status of Board Vacancy

The Board thanked Mr. Frogge for his years of service to the District. Mr. Allred is recommending Mr. Eli Martinez to replace Mr. Frogge in this vacancy. Mr. Martinez will be qualified for appointment to the Board at its next Board meeting. A Notice of Vacancy is scheduled to be published on March 28, 2012.

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B. Status of 2012 Director's Election

Mr. Blodgett reported Mr. Shirilla and Ms. Montague have been reelected to four-year terms. There were no other candidates for the two vacancies.

C. Other

None.

XII. Attorney's Items

A. Adopt Resolution Approving a Schedule of Fees for the District's Rules and Regulations, Effective April 1, 2012

Upon a motion duly made by Director Shrilla, seconded by Director Bates, and upon unanimous vote, the Board approved the Resolution Approving a Schedule of Fees for the District's Rules and Regulations.

B. Approve Collections Resolution

Mr. Waldron reported that a resolution outlining the collections process for delinquent utility bills should be considered. This will provide clear guidance to the tenants and API regarding collection procedures of the District.

Upon a motion duly made by Director Shrilla, seconded by Director Bates, and upon unanimous vote, the Board approved a collections resolution incorporating the collection policy as discussed.

XIII. Director's Items

A. Election of Officers

Upon a motion duly made by Director Shrilla, seconded by Director Bates, and upon unanimous vote, the Board elected Director Sours as the President of the Board. Upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon unanimous vote, the Board confirmed Director Shirilla as Vice President, Director Montague as Secretary/Treasurer and Director Bates as Assistant Secretary/Treasurer. The vacant position will be an Assistant Secretary/Treasurer.

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B. Confirm Quorum for May 15, 2012 Meeting

Mr. Allred reported he has a conflict for this meeting and asked the Board to reschedule it. After discussion, the Board called a Special Meeting for Tuesday, June 12, 2012 at 12:00 p.m. noon for the next Board meeting.

C. Other

Director Sours reported that Ms. Whitmore is working on the District's water rights issues. There is a Court Hearing on April 12, 2012. She is hopeful the District will secure the necessary permits within the next four to six months.

Mr. Goetz is working on the Site Application to be submitted to Jefferson County. Mr. Allred reported good progress in moving the water rights applications through the various processes thanks to Ms. Whitmore's work.


XIV. Other Business

None.

XV. Adjournment

Upon motion duly made by Director Sours, and seconded by Director Shirilla, and upon unanimous vote, the Board adjourned the meeting at 9:45 a.m.

Respectfully submitted,



Secretary for the Meeting