

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF THE
ASPEN PARK METROPOLITAN DISTRICT
HELD
APRIL 23, 2013**

A special meeting of the Board of Directors of the Aspen Park Metropolitan District was held on Tuesday, April 23, 2013 at 9:00 a.m. at the offices of White Bear & Ankele, PC, 2154 East Commons Avenue, Ste. 2000, Centennial, CO.

Attendance: In attendance were Directors:

Sam Sours
Bill Bates
Christie Montague
Dennis Shirilla
Eli Martinez (at 9:45 a.m.)

Also in attendance were:

Bob Blodgett, Matthew Urkoski and
Gigi Pangindian; CliftonLarsonAllen LLP
Clint Waldron; White, Bear & Ankele Professional Corporation
Al Allred & Nancy Craig; API/Hunt Properties
Mark Cleaveland & Bob Clodfelter; Treatment Technology

Call to Order Director Sours called the meeting to order at 9:20 a.m.

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.

CONSENT AGENDA

Upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon unanimous vote, the Board approved the Consent Agenda as submitted.

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- III. Review/Approve Minutes of the November 19, 2012 Special Meeting
- IV. Financial Items
 - A. Approve April Claims
 - B. Ratify December, January, February and March Claims Totaling \$119,851.55
 - C. Approve Engagement Letter with CliftonLarsonAllen LLP for 2013 Accounting Services
- V. Information Items

Mr. Blodgett reported a recent edition of the Colorado Water Foundation Education Magazine is being provided to the Board at no charge regarding basic information on water and sewer systems.

DISCUSSION AGENDA (Section VI. – X.)

- VI. Attorney Items
 - A. Termination of Landscape Maintenance Agreement with Weston Landscape & Design, Inc., dated June 6, 2012

Upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board approved the termination of the Landscape Maintenance Agreement with Weston Landscape & Design, Inc., dated June 6, 2012. Director Montague will provide written notice to Weston Landscape & Design, Inc. of the termination.

- B. Approval and Ratification of Independent Contractor Agreement (Landscape Maintenance) with SiteSource Common Area Maintenance Services for 2013 Landscape Maintenance Services

Director Montague reported she has had experience with SiteSource on other projects. They are an excellent contractor. They will also be doing work for API and the Center. They are more cost effective than Weston also.

Upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board approved the Independent Contractor Agreement with SiteSource Common Area Maintenance Services for 2013 landscape maintenance services.

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C. Approval and Ratification of Independent Contractor Agreement (Website Maintenance) with Mike Nearing

Mr. Waldron reported Mr. Nearing is not able to obtain the required insurance. He is a Qwest employee who does website work part time on the side. Mr. Blodgett reported he has successfully worked with Mr. Nearing on four or five other districts.

Upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon vote unanimously carried, the Board approved the Independent Contractor Agreement with Mike Nearing for Website Maintenance, with a waiver of the insurance requirements in Exhibit C.

The Board asked what the domain hosting name and cost is? Mr. Blodgett will check. Mr. Blodgett's office will update the website.

D. Approval of Infrastructure Acquisition and Reimbursement Agreement with Aspen Park Investors

Upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board approved the Infrastructure Acquisition and Reimbursement Agreement with Aspen Park Investors.

E. Approval of Resolution of the Board of Directors Regarding Reimbursement for Advanced Funds

Mr. Waldron reported this reimburses API for approximately \$178,000 in costs for the surface discharge permit advance and other eligible costs.

Upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board approved the Resolution of the Board of Directors Regarding Reimbursement for Advanced Funds.

Mr. Allred requested that the Board pay for the additional \$52,000 in costs not yet paid by API per the escrow agreement. He asked that these be paid from the District's Capital Projects Fund. Ms. Pangindian noted that these costs had already been approved by the Board at previous meetings and the invoices already paid out of District funds. The Board concurred with Mr. Allred's request.

F. Ratification of Final Acceptance of Surface Discharge Improvements (Aslan Construction)

Upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board ratified approval of

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the Final Acceptance of Surface Discharge Improvements subject to verification of the proper advertising and close out procedures by Mr. Waldron.

G. Ratification of Final Acceptance of Surface Discharge Improvements (Browns Hill Engineering & Controls)

Upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board ratified approval of Final Acceptance of Surface Discharge Improvements (Brown Hills Engineering & Controls) subject to verification of the proper close out and advertising procedures by Mr. Waldron.

H. Discuss Retaining Wall Ownership and Maintenance

Mr. Blodgett reported the District has responsibility for the fascia on the retaining wall along the 285 frontage road. The Board asked who owns and maintains the remaining part of this wall? Mr. Waldron will attempt to determine from Jefferson County.

Mr. Waldron noted that the District's Public Improvements Acceptance did not include the remaining retaining walls on the property. These were retained in ownership and maintenance by API.

Mr. Allred asked if the District could accept the wall in the future for maintenance? Can it be placed on the District's insurance policy? Mr. Waldron noted this is possible and can be reviewed.

VII. Manager's Items

A. Accept Resignation of TST Infrastructure as District Engineer

Mr. Blodgett reported Mr. Goetz contacted him and Mr. Goetz submitted his letter of resignation to the District. After discussion, upon a motion duly made by Director Shirilla, seconded by Bates, and upon vote unanimously carried, the Board accepted TST's resignation as District engineer.

Mr. Blodgett recommended consideration of JVA, Inc. in Boulder as the District Engineer. Treatment Technology confirmed that JVA is an excellent engineer they have worked with.

Upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon vote unanimously carried, the Board approved JVA, Inc. as the District engineer subject to receipt of a statement of qualifications and rates for approval by the Board.

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B. Discuss Operations Report

Treatment Technology recommended that the remote metering system for the infiltration gallery and the under drain not be required. They are able to monitor these projects effectively without paying \$15,000 each for these two items. The Board concurred. After discussion, the Board authorized Treatment Technology to move forward on the remaining capital projects in the 2013 budget. This includes a water well level monitoring replacement project.

The Board also authorized Treatment Technology to change the meter reading process from once a week to once every other week. Director Montague and Mr. Urkoski noted this should be adequate for water usage review and billing purposes.

C. Financial Items

Ms. Pangindian distributed copies of the District's April 23, 2013 Cash Position Report. After discussion, upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon vote unanimously carried, the Board accepted the Cash Position Report.

Ms. Pangindian distributed copies of the March 31, 2013 year to date PIF Collection Summary. After discussion, upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon vote unanimously carried, the Board accepted the PIF Collection Summary.

VIII. Director's Items

A. Confirm Quorum for May 21, 2013 Meeting

The Board agreed to cancel the May 21, 2013 Board meeting. The Board decided to have Directors Sours and Shirilla review the 2012 audit with Ms. Pangindian. They will provide a recommendation to the full Board for acceptance and submittal to the State in July. After discussion, upon a motion duly made by Director Montague, seconded by Director Bates, and upon vote unanimously carried, the Board appointed Directors Sours and Shirilla as the "Audit Committee" and authorized them to approve the audit for submission to the State, subject to final accountant, management, and legal review. The Board will ratify approval of the 2012 audit at the meeting in November, 2013. Tentatively, the Board decided not to meet in August, 2013. Mr. Blodgett will contact Mr. Sours and coordinate with him if another Board meeting is needed prior to the November meeting for the required public hearing and approval of the 2014 budget.

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B. Other

None.

IX. Other Business

None.

X. Adjournment

Upon a motion duly made by Director Sours, seconded by Director Shirilla, and upon vote unanimously carried, the Board adjourned the meeting at 10:40 a.m.

Respectfully submitted,



Secretary for the Meeting