

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF THE
ASPEN PARK METROPOLITAN DISTRICT
HELD
JULY 15, 2013**

A special meeting of the Board of Directors of the Aspen Park Metropolitan District was held on Monday, July 15, 2013 at 11:00 a.m. at the offices of White Bear & Ankele, PC, 2154 East Commons Avenue, Ste. 2000, Centennial, CO.

Attendance: In attendance were Directors:

Bill Bates
Christie Montague
Dennis Shirilla
Eli Martinez

Also in attendance were:

Bob Blodgett; CliftonLarsonAllen LLP
Clint Waldron; White, Bear & Ankele P. C.
Al Allred & Nancy Craig; API/Hunt Properties (via telephone)
Martha Phillips Whitmore; Martha Phillips Whitmore, LLP
(via telephone)

Call to Order Director Bates called the meeting to order at 11:00 a.m.

Upon a motion duly made by Director Martinez, seconded by Director Shirilla, the Board elected Director Bates as acting president for the meeting.

The Board excused the absence of Director Sours.

Director
Qualifications/
Disclosure Matters

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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III. Approval of Agenda

Mr. Blodgett recommended the addition of the Director's fees to the Board meeting. The Board concurred. Upon a motion duly made by Director Shirilla, seconded by Director Montague, and upon vote unanimously carried, the Board approved the agenda as amended.

IV. Public Comment

None.

V. Review and Consider Approval of Agreement with Martha Phillips Whitmore, LLC for Legal Services Regarding Meyer Water Rights Option – Hourly Rates

Ms. Whitmore reported the option agreement with the Meyers would provide the District with approximately .5 acre feet of augmentation water if exercised. There has been an option payment paid by API of \$10,000. The cost for the water rights if purchased by December 1, 2013 is \$62,500.

The District would also reimburse API for their \$10,000 option payment. The Total cost to the District would be \$72,500 plus consulting costs. Ms. Whitmore estimated her fees at approximately \$7,500 if there is not extensive opposition and meetings in processing the agreement. She recommended the District approve any or all projects with the water rights in one case with this assignment.

The Board concurred. Upon a motion duly made by Director Shirilla, seconded by Director Montague, and upon vote unanimously carried, the Board approved the Agreement with Martha Phillips Whitmore, LLP for Legal Services Regarding Meyer Water Rights Option at an estimated cost of \$7,500.

VI. Review and Consider Approval of Agreement with Martin and Wood Water Consultants, Inc. for Meyer Water Rights Option Analyses

Upon a motion duly made by Director Shirilla, seconded by Director Montague, and upon vote unanimously carried, the Board approved the Agreement with Martin and Wood Water Consultants, Inc. for Meyer Waters Rights Option Analyses at an estimated cost of \$7,500.

VII. Review and Consider Acceptance of Assignment of Water Rights Option and Purchase Agreement

Upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon vote unanimously carried, the Board approved the Assignment of Water Rights Option and Purchase Agreement from API to the District.

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VIII. Review and Consider Fifth Amendment to Cummins Rocky Mountain Independent Contractor Agreement

Mr. Waldron reported this increases the annual cost from \$1,900 to \$2,100 for 2013.

Upon a motion duly made by Director Shirilla, seconded by Director Montague, and upon vote unanimously carried, the Board approved the Fifth Amendment to the Cummins Rocky Mountain Independent Contractor Agreement.

IX. Director's Items

A. Set Special Board Meeting for Public Hearing and Approval of Inclusion Agreement Regarding Eagle Cliff Property – Late July/Early August Depending on Publication Date

Mr. Waldron reported he will be publishing on July 25th the Notice of the Public Hearing and Special Board Meeting to Consider the Inclusion of the Eagle Cliff property owned by API. The Board can meet any time after August 2nd.

After discussion, upon a motion duly made by Director Shirilla, seconded by Director Montague, and upon a vote unanimously carried, the Board called a special Board meeting for Tuesday, August 6, 2013 at 12:00 p.m. at White Bear & Ankele, P.C.

X. Other Business.

Upon a motion duly made by Director Shirilla, seconded by Director Montague, and upon vote unanimously carried, the Board approved Director's fees in the amount of \$369.40 for today's Board meeting.

Upon a motion duly made by Director Shirilla, seconded by Director Martinez, and upon vote unanimously carried, the Board ratified approval of the District Engineering Services Agreement with JVA, Inc.

XI. Adjournment

Upon a motion duly made by Director Shirilla, seconded by Director Montague, and upon vote unanimously carried, the Board adjourned the meeting at 11:40 a.m.

Respectfully submitted,


Secretary for the Meeting