

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS
OF THE
ASPEN PARK METROPOLITAN DISTRICT
HELD
FEBRUARY 18, 2015

A special meeting of the Board of Directors of the Aspen Park Metropolitan District was held on Wednesday, February 18, 2015 at 9:00 a.m. at the offices of White Bear Ankele Tanaka & Waldron, PC, 2154 East Commons Avenue, Ste. 2000, Centennial, CO.

Attendance: In attendance were Directors:

Sam Sours
Dennis Shirilla
Bill Bates
Michelle Roberts
Eli Martinez

Also in attendance were:

Bob Blodgett, Matt Urkoski and Gigi Pangindian;
CliftonLarsonAllen LLP
Kristin Bowers Tompkins; White, Bear Ankele Tanaka & Waldron P. C.
Mark Cleaveland; Treatment Technology
Michael Katalinich; JVA, Inc.
Bill Berg; Martin and Wood
John Marshall; NewQuest Epic Investments (via telephone)
Marti Whitmore; Martha Phillips Whitmore, LLP

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

Director
Qualifications/
Disclosure Matters

The Board discussed the requirements of Colorado law for Board members to disclose any potential conflicts of interest to the Board of Directors and 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. Ms. Bowers Tompkins noted that forms disclosing potential conflicts of interest had been filed in accordance with law.

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CONSENT AGENDA

Upon a motion by Director Bates, seconded by Director Martinez, and upon vote unanimously carried, the Board approved the Consent Agenda as submitted.

- III. Review/Approve Minutes of the November 18, 2014 Regular Board Meeting
- IV. Engineering/Construction Items
- V. Operations/Maintenance Items
 - A. Accept January 2015 Water Usage Tracking Reports
 - B. Other
- VI. Financial Items
 - A. Ratify Approval of December and January Claims Totaling \$64,714.08
 - B. Approve February Claims \$43,607.99 and Directors' Fees \$461.75
 - C. Other
- VII. Manager's Items
 - A. Approve 2015 Landscape Maintenance Contract with Site Source; April 1st through November 1st - \$400 monthly
 - B. Accept Referrals
 - C. Accept BCWA Information
 - D. Other
- VIII. Attorney's Items
 - A. Approve Resolution Designating 24-Hour Posting Location
- IX. Directors Items

DISCUSSION AGENDA

- X. NewQuest Epic Updates
 - A. Leasing Status

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The Board welcomed Mr. Marshall to the call. He indicated Mr. Maddox has left NewQuest Epic and he is the new contact for the property owner. He indicated there would be no other changes in the management of the shopping center. He reported a couple of small tenant leases are being negotiated. He will provide an update as they move further along. Director Roberts reported King Soopers is doing a major remodeling within their existing space. Director Roberts reported the physical therapy tenant would open the second week of March. NewQuest Epic is still working on the Golden Stix expansion.

B. Other Items

Mr. Marshall reported he would like some additional time to evaluate the possibility of providing a public easement over the center's landscaped maintenance areas to the District so that the District can maintain landscape improvements with sales tax funds. The Board indicated support for this project if NewQuest Epic would like to move in this direction. The Board asked Mr. Blodgett to schedule a conference call with Mr. Marshall, Director Roberts, Director Sours (if available), Mr. Waldron and himself to further discuss. Action was deferred to the May Board meeting.

XI. Engineering Items

A. Water Rights Issues

1. Executive Session Pursuant to Section 24-6-402(4)(b), C.R.S. Conference with the District's Attorney and Special Counsel for Purposes of Receiving Legal Advice on Specific Legal Questions Regarding the District's Water Rights

Upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon vote unanimously carried, the Board moved into executive session at 9:45 a.m.

Upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon vote unanimously carried, the Board came out of executive session at 11:00 a.m.

No action was taken.

2. Status of Water Rights Documentation

Ms. Whitmore provided Mr. Urkoski with all official documentation for the purposes of formal retention protocol. Ms. Whitmore requested that Mr. Urkoski distribute the documentation to the Board and consultants once all of the documents were electronically scanned.

3. Discuss Status of Wells

There was no discussion.

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B. Review December, 2014 Capital Improvements Report

Mr. Katalinich reviewed the revised CIP report with the Board. He noted the items related to membranes and one related to the exfiltration gallery were approved in the 2015 budget. After discussion, upon a motion duly made by Director Shirilla, seconded by Director Roberts, and upon vote unanimously carried, the Board authorized JVA to proceed in designing these projects and seeking bids such that the bids could be available for review and approval at the May Board meeting.

1. Review WWTF Headwork NEMA Requirements

Mr. Katalinich reviewed his report with the Board. He reported that the headworks were built in conformance with the drawings. No additional work is required now. The current space is adequate for ventilation of the work area. It is also in the proper classification of headworks.

XII. Operations/Maintenance Update

A. Status of Grease Trap Inspections

Mr. Cleaveland reported the last inspections were done in December 2014. He indicated he is having difficulty getting reports from King Soopers although there are no indications of violations. Director Roberts will assist in getting the reports from King Soopers.

B. Other

Mr. Cleaveland reported that the BOD solids per day are slightly exceeding the plant design. There is not an overall capacity issue in the plant at this time. The Board asked Mr. Katalinich to evaluate the BOD solids issues and the capacity of the plant and report back to the Board. Mr. Katalinich reported that according to State criteria, the District needs to begin planning an expansion project when it reaches 80% of capacity (either flow or load) and implement the project at 95% of capacity. There is room for duplication of the process to enable an additional hydraulic capacity of 24,000 gallons per day. JVA would look at process optimization before considering duplication of the treatment process.

XIII. Financial Items

A. Accept December 31, 2014 Financial Statements and February 2015 Cash Position Report

Ms. Pangindian presented the December 31, 2014 Financial Statements, noting that they are in draft form and the audited financial statements will be presented at the May, 2015 Board meeting. Ms. Pangindian noted that on page 130, sales taxes reported \$124,000, while the budget was slightly higher at \$137,000. Additionally, Ms. Pangindian noted that while PIF revenues were budgeted at \$750,000, actual revenues came in at \$781,000.

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Upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board accepted the December 31, 2014 Financial Statements and February 2015 Cash position.

B. PIF Collection Update

Ms. Pangindian reviewed the updated PIF collection revenues, noting an increase in 2015 collections.

C. Sales Tax Collection Update

Ms. Pangindian updated the Board on sales tax collection, noting slightly lower than expected revenues.

XIV. Attorney Items

None.

XV. Manager's Items

A. Discuss Potential Public Easement for Landscaped Areas Within the District That are Presently an Owner Responsibility

Discussed under item X.B.

B. Discuss Agreement with 360 Design for Xeriscape Landscape Maintenance Plan

The discussion was tabled until a decision is reached on the previous easement discussion.

C. Website Update

Mr. Urkoski updated the Board on Mr. Nearing's planned updates to the website, noting that the updates will allow for a more general conformity and ease of maintenance for Mr. Nearing and any future website managers.

D. Other

None.

XVI. Director's Items

A. Confirm Quorum for May 19, 2015 Meeting

A quorum was confirmed.

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XVII. Other Business

None.

XVIII. Adjournment

Upon a motion duly made by Director Shirilla, seconded by Director Bates, and upon vote unanimously carried, the Board adjourned the meeting at 11:04 a.m.

Respectfully submitted,



Secretary for the Meeting