

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
ASPEN PARK METROPOLITAN DISTRICT
HELD
FEBRUARY 16, 2016**

A regular meeting of the Board of Directors of the Aspen Park Metropolitan District was held on Tuesday, February 16, 2016 at 12:00 p.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
Eli Martinez
Nikki Davidson

Also in attendance were:

Bob Blodgett, Matt Urkoski and Gigi Pangindian; CliftonLarsonAllen LLP
Clint Waldron; White Bear Ankele Tanaka & Waldron P. C.
Bob Clodfelter and Mark Cleaveland; Treatment Technology
Michael Katalinich and Richard Hood; JVA, Inc.
Al Allred; Hunt Properties, Inc. (via telephone)
Marti Whitmore; Martha Phillips Whitmore (via telephone)
Bill Berg; Martin and Wood Water Consultants, Inc. (via telephone)

Call to Order Director Sours called the meeting to order at 12:00 p.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. Mr. Waldron noted that forms disclosing potential conflicts of interest had been filed in accordance with law.

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III. Discuss Board Vacancy

A. Consider Appointment of Nicole Davidson

Upon a motion duly made by Director Bates, seconded by Director Martinez, and upon vote unanimously carried, the Board approved the appointment of Nikki Davidson to the vacant position on the Board.

B. Oath of Office

Director Sours administered the Oath of Office to Ms. Davidson and she took her seat.

C. Election of Officers

The Board deferred Agenda Item III - C.

CONSENT AGENDA (Section IV-X)

Mr. Blodgett reported the revised claims were \$16,649.62.

Director Sours recommended an amendment to the minutes to reflect his attendance at the November 30, 2015 meeting.

Ms. Pangindian recommended an amendment to the minutes to reflect that the Enterprise Fund Budget was also amended in November 2015.

Following review and discussion, upon a motion duly made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board approved the Consent Agenda as amended.

IV. Review/Approve Minutes of the November 30, 2015 Regular Meeting

V. Engineering/ Construction Items

A. Other

VI. Operations/Maintenance Items

A. Accept December 2015 and January 2016 Water Usage Tracking Reports

B. Other

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VII. Financial Items

- A. Ratify Approval of December & January Claims Totaling \$67,344.32
- B. Approve February Claims \$13,326.34 and Directors' Fees \$369.40

VIII. Manager's Items

- A. Accept BCWA Information (enclosed)
- B. Referrals

IX. Attorney's Items

- A. Ratify Contract with Martinson Services for 2015-2016 Snow Removal Services (enclosed)
- B. Approve Resolution No. 2016-02-16, Designating the District's 24-Hour Posting Locations

X. Directors Items

DISCUSSION AGENDA (Section XI-XX)

XI. Aspen Park Station Updates – Nikki Davidson

A. Leasing Status

Ms. Davidson reported as of February 12, 2016, there is an LOI for a 3000 sq. ft. gym facility in 6 B. She indicated that there is additional interest in an organic dog food store and other activities.

B. Other

None.

XII. Status of Water Rights Due Diligence Work

- 1. Executive Session Pursuant to Section 24-6-402(4)(b) and (e) to Consult with the Attorney on Specific Legal Questions and to Develop Negotiating Positions, Strategy, and Instruct Negotiators Regarding District Water Matters

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Ms. Whitmore reported that she and Mr. Berg are working on the due diligence application for the District water rights, which is due every six years. It is due to be filed February 22, 2016. It will consist of both absolute and conditional rights. She recommended the Board go into executive session to further discuss the issues.

The motion was made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board moved into executive session at 12:15 p.m., pursuant to section 24-6-402(4)(b) and (e) to consult with the attorney on specific legal questions and to develop negotiating positions, strategy, and instruct negotiators regarding district water matters.

Upon a motion duly made by Director Bates, seconded by Director Martinez, and upon vote unanimously carried, the Board adjourned out of executive session at 12:50 p.m.

Ms. Whitmore reported that the executive session was subject to attorney client privilege thus no recording was done. The Board directed Mr. Katalinich to review the decreed and actual locations of the District's water rights facilities and verify this information with the Board, Ms. Whitmore and Mr. Berg.

XIII. Engineering Items

A. Update on 2016 Capital Improvements Project Plan – Michael Katalinich

Mr. Katalinich reported the District made progress in 2015-2016 on the Capital Improvements Projects (CIP). The exfiltration gallery work was completed and the new membranes are being installed in 2016. Approximately \$100,000 has been spent. He anticipates updating the CIP for review at the May meeting.

The Board asked Mr. Katalinich to flag in the CIP that the new membranes require a long lead period of at least 16 weeks.

B. Wastewater Treatment Plant Site Application Update

Mr. Katalinich reviewed his February 12th memorandum to the Board regarding various options addressing the treatment plant site application process.

After discussion, motion was made by Director Bates, seconded by Director Shirilla, and upon vote unanimously carried, the Board authorized not to exceed \$1,000 for a process operating test pump in the wastewater plant.

The Board authorized Mr. Katalinich to discuss with Mr. Clayshulte, Executive Director of Bear Creek Watershed Association (BCWA), the various options for the Site Application. The Board authorized Mr. Katalinich to continue to work on the Site Application letter to be submitted to the state at a future date. Mr. Katalinich will also check the District's utility plan and determine when it needs to be updated.

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C. Other – Water Rights Tracking Reports

Mr. Katalinich will add a table to the report indicating the trailing 12 months of water rights use for each of the decreed properties.

Mr. Berg reported he is working with Mr. Clodfelter to collect the required information for the hearings.

XIV. Operations/Maintenance Update –Bob Clodfelter/Mike Katalinich

Mr. Clodfelter reported that the Wells and Wastewater Treatment Plant (WWTP) are running very well at the moment.

XV. Financial Items

A. Accept December 31, 2015 Financial Statements and February 16, 2016 Cash Position Report (to be distributed)

Ms. Pangindian reviewed the December 31, 2015 and February 16, 2016 Cash Position Report with the Board. Following review and discussion, upon a motion duly made by Director Martinez, seconded by Director Shirilla, and upon vote unanimously carried, the Board accepted the December 31, 2015 Financial Statements and February 16, 2016 Cash Position Report.

Mr. Urkoski will check on any delinquencies for utility billing collections.

B. PIF Collection Update

Ms. Pangindian reviewed with the Board. The Board accepted the report.

C. Sales Tax Collection Update

Ms. Pangindian reviewed issues related to payments by King Soopers for required sales taxes collections. It appears the issues have been resolved.

D. Status of Electronic Payments of District Bills

Ms. Pangindian reported she will provide the necessary paperwork to move the Board toward electronic payment for all of the Districts' bills. Directors' Fees will be paid electronically now.

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XVI. Attorney Items

A. Discuss and Approve Landscape Maintenance Easement Agreement with Aspen Park Station

Ms. Davidson reported the revised agreement is acceptable to Aspen Park Station. Mr. Waldron recommended the section related to the Marquis Sign be removed. The Board concurred.

Following discussion, upon a motion duly by Director Martinez, seconded by Director Shirilla, and upon vote unanimously carried, the Board approved the Landscape Maintenance Easement Agreement with Aspen Park Station subject to final legal review, removal of the Marquis Sign and addition of exhibits to be effective May 1, 2016.

B. Status of Service Plan Amendment to Increase Operating Mill Levy

Mr. Waldron reported his office would prepare the Service Plan Amendment for review at the May board meeting and submittal to Jefferson County. It is anticipated that it will be approved prior to October 15, 2016, so the Board may increase the operating mill levy if desired for 2017 collections.

XVII. Manager's Items

A. May 3, 2016 Directors' Election Update (enclosed)

Mr. Blodgett reported that Director Martinez, Director Shirilla and Director Davidson have completed their self nomination forms. At this point there are only three candidates for these vacant positions. If this continues until February 26, 2016, the election will be canceled.

B. Website Update

Mr. Blodgett reported the website is up-to-date.

C. Other

Mr. Blodgett discussed the work by 360 Design on landscaping and signage improvements in the District. Ms. Pangindian noted there is \$60,000 budgeted in 2016 for these improvements in the sales tax fund.

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Following discussion, upon a motion duly made by Director Davidson, seconded by Director Shirilla, and upon vote unanimously carried, the Board authorized not to exceed \$60,000 to be awarded to a contractor to make landscaping and structure improvements as recommended and approved by a Committee of Director Davidson and Director Martinez. The Board will ratify the action at the May board meeting. The Committee was also authorized to proceed with any necessary administrative approval by Jefferson County.

XVIII. Director's Items

A. Confirm Quorum for May 17, 2016 Meeting

A Quorum was confirmed.

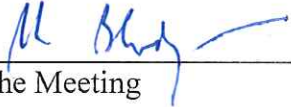
XIX. Other Business

None.

XX. Adjournment

There being no further business to come before the Board, Director Sours adjourned the meeting at 2:05 p.m.

Respectfully submitted,


Secretary for the Meeting