

RECORD OF PROCEEDINGS

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**MINUTES OF A REGULAR MEETING  
OF THE BOARD OF DIRECTORS OF THE  
COMPARK BUSINESS CAMPUS METROPOLITAN DISTRICT  
HELD  
November 27, 2012**

A regular meeting of the Board of Directors of the Compark Business Campus Metropolitan District was held on Tuesday, November 27, 2012 at 12:15 p.m. at 8390 E. Crescent Parkway, Suite 500, Greenwood Village, CO 80111.

Attendance

In attendance were Directors:

Michael P. Vickers, President  
Tom List, Secretary/Treasurer  
Bob Schwartz, Assistant Secretary/Treasurer

Also in attendance were:

Bob Blodgett, Mathew Mendisco and Janece Soendker;  
CliftonLarsonAllen LLP  
Rick Kron and Jim Hunsaker; Spencer Fane & Grimshaw, LLP  
Russ Burrows; Carroll Lange-Manhard  
Mitch Chambers; SVM District Manager  
Greg McIlvain; GM Consulting LLC  
Kevin Michalek; American Furniture Warehouse

Call to Order

President Vickers called the meeting to order at 12:15 p.m.

Disclosures of  
Potential Conflicts  
Of Interest

The Board disclosed possible conflicts of interest. No additions were reported.

Discuss Board  
Vacancy

The Board reluctantly accepted the resignation of Director Schwartz. The Board indicated their intention to appoint Mr. Michalek to the vacancy. Mr. Kron noted the required public advertisement will be placed prior to transfer of the parcel into Mr. Michalek's name. Mr. Michalek will be appointed at the February Board meeting.

CONSENT  
AGENDA

Director Vickers requested that Items 8 A-D related to the Opus construction project be removed. The Board concurred.

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Upon a motion by Director Vickers, seconded by Director List, the Board approved the Consent Agenda with the exception of Items 8 A-D. The Consent Agenda consisted of the following items:

- IV. Review and Approve August 28, 2012 Special Meeting Minutes
- V. Financial Items
  - A. Review and Approve September Claims Totaling \$48,166.25
  - B. Approve October Claims Totaling \$22,886.42
- VI. Manager's Items
  - A. Review and Consider Adoption of Resolution Establishing Regular Meeting Dates, Time and Location, and Designating Locations for Posting of 72-Hour and 24-Hour Notices for 2013
  - B. Review and Consider Adoption of 2013 Annual Administrative Matters Resolution
  - C. Consider Approval of 2012 Audit Agreement with L. Paul Goedecke - \$3,500
  - D. Review and Consider Approval of Engagement Letter with CliftonLarsonAllen LLP for 2013 Accounting Services
  - E. Accept SVMD Meeting Information and 2013 Draft SVMD Budget
  - F. Accept SMWSA Meeting Information
  - G. Accept Water Rights Tracking Report
  - H. Information Items and Referrals
- VII. Attorney's Items
- VIII. Construction Items
  - Removed from Agenda

### DISCUSSION AGENDA

- IX. Financial Matters

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### A. Approve 2013 Tap Fee Schedule

Director Vickers indicated that he may want to recommend revisions to the System Development Fee component of the Tap Fee, since this Fee may need to be increased for residential projects.

After discussion, upon a motion made by Director Vickers, second by Director List, the Board approved the 2013 Tap Fee Schedule with a not to exceed \$10,000 system development fee for residential construction as recommended by Director Vickers following his discussions with a potential homebuilder within the District.

### B. Review and Accept September 30, 2012 Financial Statements and November 19, 2012 Cash Position

Ms. Soendker reviewed with the Board. After discussion, upon a motion made by Director Vickers, second by Director List, the Board accepted the September 30, 2012 Financial Statements and November 19, 2012 Cash Position.

### C. Other

None.

## X. Landscape Maintenance/Construction Report

### A. Status of E-470/Chambers Interchange Landscaping/Signage Design/Metropolitan District

Deferred.

### B. Approve 2013 Landscape Maintenance Services Agreement with Atira Golf & Landscape

Deferred.

### C. Landscape Maintenance Update

No report.

## XI. Manager's Items

### A. Conduct Public Hearing to Consider Amending the 2012 Budget; Consider Adoption of Resolution to Amend 2012 Budget

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Ms. Soendker reported the 2012 Budget may need to be amended in the Capital Projects Fund.

Director Vickers opened the Public Hearing at 12:15 p.m. There was no public comment. He closed the Public Hearing at 12:16 p.m.

Upon a motion made by Director Vickers, second by Director List, the Board approved an amendment to the 2012 Budget if required.

B. Conduct Public Hearing to Consider Adoption of 2013 Budget, Appropriate Expenditures and Set Mill Levy; Consider Adoption of Resolution to Adopt 2013 Budget, Appropriate Expenditures and Set Mill Levy

Directors Vickers opened the Public Hearing at 12:17 p.m. There was no public comment. He closed the Public Hearing at 12:18 p.m.

Ms. Soendker reviewed the proposed 2013 Budget with the Board. It continues the present mill levy of 42 mills, per the recent bond refunding projection.

Upon a motion made by Director Vickers, second by Director List, the Board approved the Resolution adopting the 2013 Budget, Appropriating Expenditures and Setting a Mill Levy of 42 mills.

C. Website Update

Mr. Mendisco reported changes have been made to the website by Mr. Nearing. It is up and running presently.

D. Discussion and Possible Action on LPMD Tap Purchase Option Agreement

Director Vickers recommended the Board approve this option agreement. The Board concurred.

Upon a motion made by Director Vickers, second by Director List, the Board approved the Tap Purchase Agreement with Lincoln Park Metropolitan District for 40 taps for a three-year period of \$12,000 per year. Mr. Kron will draft the Agreement for submittal to Lincoln Park.

E. Presentation – Mitch Chambers, SVMD Manager

1. WISE Status

Discussed in Executive Session.

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### 2. WWTP Upgrading

Mr. Chambers distributed copies of a Report – Wastewater Treatment Facility Upgrade Project for the Stonegate Village Metropolitan District, November, 2012, prepared by Burns and McDonald Engineers. He reported that the Stonegate District reviewed this at their November meeting. It will be the topic of a special meeting on Tuesday, December 4, 2012. He is hoping to get direction from the Stonegate Board on which option to pursue. It appears the most likely option is number three, which cost \$11,000,000 to \$13,000,000. Mr. Chambers hopes that the improvements to the wastewater treatment plant can be financed through revenue bonds from existing sewer fees from within the District. The Board thanked Mr. Chambers for his presentation.

- F. Consider Executive Session Under 24-6-402(4)(e) C.R.S. to Develop Negotiating Position, or Instruct Negotiators Concerning Intergovernmental Agreement with Stonegate Village Metropolitan District Regarding Water and Sanitation Issues and Legal Advice Under (b)

Upon a motion made by Director Vickers, the Board adjourned into Executive Session at 12:45 p.m. Upon a motion made by Director Vickers, the Board adjourned out of Executive Session at 1:30 p.m. The Board thanked Mr. Chambers and Mr. Hunsaker for their update on the WISE Project. Mr. Chambers reported that the Stonegate Board is currently reviewing the issues and it is hoped that a decision can be reached by the Stonegate District and the other involved entities by the Spring of 2013.

### XII. Attorney's Items

- A. Ratify License Agreement with E-470 Public Highway Authority for Landscaping at the E-470/Chambers Interchange

Upon a motion made by Director Vickers, second by Director List, the Board ratified the License Agreement with E-470 Public Highway Authority for Landscaping at the E-470/Chambers Interchange

- B. Discussion and Possible Action Regarding SVMD / CBCMD IGA Issues

Deferred until the February Board meeting.

- C. Discussion and Possible Action Regarding Renaissance Water Rights Sale Agreement

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Mr. Kron recommended that the Board ratify approval of this Agreement since it occurred after the last Board meeting.

Upon a motion made by Director Vickers, second by Director List, the Board ratified the Agreement. Mr. Kron reported he has not yet received the Promissory Note returned from Renaissance.

D. Discussion and Possible Action Regarding Tap Purchase Agreement with Opus Development Corporation for 4 Taps

Upon a motion made by Director Vickers, second by Director List, the Board approved the Tap Purchase Agreement with Opus Development Corporation for 8 Taps.

E. Discussion and Possible Action Regarding Easements and Water Line Required for Opus Project

Upon a motion made by Director Vickers, second by Director List, the Board approved a drainage easement agreement with Opus.

Upon a motion made by Director Vickers, second by Director List, the Board approved a fire line easement with Stonegate Village Metropolitan District and Douglas County.

F. Discussion and Possible Action Concerning the Public Improvement Agreements with Opus Development Corporation

Upon a motion made by Director Vickers, second by Director List, the Board approved the Public Improvement Agreement with Opus Development Corporation, subject to final legal review.

G. Discussion and Possible Action Concerning the Letter to Compark Land Company to confirm Termination of the Tap Purchase Agreement Dated December 1, 2012

Upon a motion made by Director Vickers, second by Director List, the Board ratified the termination of the Tap Purchase Agreement with Compark Land Company in the letter sent by Mr. Vickers to Mr. Triplett.

XIII. Director's Items

None.

XIV. Other Items

A. Confirm Quorum for February 26, 2013 Meeting

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A quorum was confirmed.

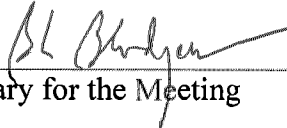
B. Other

Mr. Blodgett recommended that the Board utilize electronic information for future Board meetings. He will e-mail packets in the future. Future Director Michalek has an iPad, Directors Vickers and List will bring laptop computers to the next meeting. The Board will discuss the possible purchase of iPads for directors in the future.

XV. Adjournment

Upon a motion by Director Vickers, seconded by Director List, this meeting was adjourned at 2:35 p.m.

Respectfully submitted,

  
Secretary for the Meeting