

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
COMPARK BUSINESS CAMPUS METROPOLITAN DISTRICT
HELD
February 23, 2016**

A regular meeting of the Board of Directors of the Compark Business Campus Metropolitan District was held on Tuesday, February 23, 2016 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, Vice-President/Secretary/Treasurer
Kevin Michalek, Asst. Secretary/Treasurer

Also in attendance were:

Bob Blodgett, Mathew Mendisco and Janece Soendker;
CliftonLarsonAllen LLP
Rick Kron; Spencer Fane LLP
David Strauss; Strauss Building
Russ Burrows; Calbre Engineering

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

Disclosures of
Potential Conflicts The Board disclosed possible conflicts of interest. No additions were
Of Interest reported.

Discuss Board Vacancies

No report.

CONSENT AGENDA

- IV. Review and Approve Minutes of the November 24, 2015 Regular Meeting
- V. Financial Items
 - A. Approve January Claims \$33,369.09
 - B. Ratify November and December Claims Totaling \$56,413.71
 - C. Ratify December 31, 2015 Continuing Disclosure Statement

RECORD OF PROCEEDINGS

VI. Engineering and Maintenance Items

A. Mainstreet Asbestos Investigation Work

1. Approve February 4, 2016 Agreement with A.G. Wassenaar, Inc for Additional Asbestos Investigation - \$7,500
2. Ratify December 30, 2015 Agreement with Manhard Consulting for Engineering and Surveying Services for Compark Village No. 7, Amendment 1, RACS Test Pit Layout - \$10,150.00
3. Ratify January 5, 2016 Agreement with Earth Services & Abatement for Asbestos Investigation - \$2,800 per day plus mobilization
4. Ratify Agreement with A.G. Wassenaar, Inc for Limited Subsurface Pothole Investigation - \$8,750
5. Ratify December 9, 2015 Agreement with Bemas Construction for Removal of Trash and Organic Materials from Compark Village Filing 7 Site - \$63,000
6. Approve Cost Sharing Agreement between CBCMD, CLC and Mainstreet Regarding Asbestos Investigation Work

B. Ratify December 29, 2015 Agreement with Atira Golf and Landscaping for Lot #2 Upper Detention Pond Re-Work - \$2,770

C. Ratify December 29, 2015 Agreement with Atira Golf and Landscaping for Lot #1 Detention Pond Work - \$815

D. Ratify January 4, 2016 Agreement with Manhard Consulting for Phase 2 Drainage Improvement Work – Filing 2, 6th Amendment, Lot 4B-1B - \$3,150 (enclosed)

E. Approve Agreement with Calibre Engineering for District Engineering Services

F. Accept December 16, 2015 Letter Agreement to AFW Regarding Encroachment into CBMD Landscape Easement

VII. Attorney Items

A. Ratify Offset Agreement between CBCMD and Compark Properties LLC

B. Approve Agreement Regarding District Funding between the District, CLC, and Education Capital Solutions

RECORD OF PROCEEDINGS

- C. Approve Tap Purchase Agreement with Education Capital Solutions LLC
- D. Ratify February 5, 2016 Term Sheet with SVMD and C470 Compark Regarding Water Service

VIII. Manager's Items

- A. Accept SVMD Meeting Information
- B. Accept SMWSA Meeting Information
- C. Accept SFE Water Rights Tracking Schedule (SVMD, LPMD, CBC)
- D. Approve Engagement Letter with CLA for 2016 Accounting Services
- E. Information Items and Referrals
 - 1. Tap Fee Survey
 - 2. Douglas County GESC Permit for 14800 Grasslands Drive
 - 3. Assured Guaranty LTD Due Diligence Inquiring Regarding Bonds
 - 4. November 24, 2015 Affidavit of Compliance – Town of Parker, Compark Village Filing 5 – C2
 - 5. Accept February 12, 2016 SVMD Will Serve Letter to Compark Village South
 - 6. Accept February 12, 2016 SVMD Will Serve Letter to Chambers Highpoint Subdivision
 - 7. Douglas County Referral Response Request Regarding Sierra Ridge MD No. 1 & 2 1st Amendment to Service Plan
 - 8. Accept Revised Property Maintenance Ownership Map

The Board removed item VI A 1-6, Mainstreet Asbestos Investigation Work, until Mr. Burrows could be present at the meeting. Mr. Blodgett noted that item VI E, Caliber Engineering Services Agreement, has not yet been provided to the District.

Mr. Blodgett reported that item VII A, Offset Agreement, has not yet been completed. Director Vickers suggested a conference call between the District and the Vickers' Trust to review this document. Mr. Blodgett's office will arrange. Mr. Kron noted that item VII B, Agreement Regarding District Funding between the District, CLC and Education Capital Solutions, and VII C, Tap Purchase

RECORD OF PROCEEDINGS

Agreement with Education Capital Solutions LLC, had been conceptually agreed to but not yet executed.

With these comments, upon a motion duly made by Director Vickers, seconded by Director List, and upon a vote, unanimously carried, the Board approved consent agenda subject to final legal review of the item mentioned above and engineering discussion on items VI A 1-6.

DISCUSSION AGENDA

IX. SVMD Updates

Ms. Blair could not attend the meeting. Director Vickers reported that after numerous meetings with SVMD, they have agreed that CBCMD has a capacity of 1204 SFEs in the Stongate Water and Wastewater Plant. A term sheet agreement has been executed between SVMD, CBCMD and 470 Compark to allocate these SFEs as follows: 637 to CBC, 297 to Belford North MD and Belford South MD (future Districts in Compark South), and 270 Chambers Highpoint MD Subdivision (future District in Compark South) for a total of 1204 SFEs. Director Vickers stated that he and Mr. Burrows reviewed the CBCMD buildout and determined that they will likely only need the 637 SFEs out of the 738 SFEs that they currently possess within SVMD.

Director Vickers reported that he is also negotiating an option agreement with LPMD to purchase an additional 150 SFEs to provide a cushion for both Compark North and Compark South, if these are needed.

He reported that the term sheet and two will serve letters from SVMD provided to Compark South and Chambers Highpoint MD Subdivision require an amendment to the present Regional Facilities Agreement between the District and SVMD by December 31, 2016. Work on this will begin soon.

The Board thanked Director Vickers for his updates. Mr. Kron indicated that his firm has a conflict and McGeady Becher P.C. is representing CBCMD regarding the negotiating with SVMD.

X. Engineering/Construction Items – Russ Burrows

A. Filing 7 Detention Pond Update

Mr. Burrows provided a brief update to the Board.

B. IREA Detention Pond Update

Deferred.

C. Lot 1 and Lot 2 Detention Pond Updates

RECORD OF PROCEEDINGS

Discussion ensued between Mr. Strauss, Mr. Burrows and the Board regarding necessary improvements to these detention ponds. After discussion, upon a motion duly made by Director Vickers, seconded by Director List, and upon vote, unanimously carried, the Board approved a NTE of \$16,000 for additional improvement to Lot 1 and Lot 2, subject to Mr. Strauss and Mr. Burrows reporting back to the Board with a plan that will also be approved by Douglas County.

Mr. Vickers agreed to contact the property owner to the West of the Detention Pond B regarding the necessity for a pipe on his property to adequately contain the runoff and improve the condition in Lot 2.

D. Mainstreet Project Asbestos Investigation Update

Director Vickers and Mr. Burrows briefed the Board on the status of the investigation as related to the Agreement deferred from the Consent Agenda VI a 1-6. Mr. Burrows reported that the cost of the agreement will be allotted approximately 25% to the District, 25% to CLC and 50% to Mainstreet for the investigation work done to date. It was determined that the District does not appear to have any responsibility for the actual abatement on their property where the detention pond will be located. The cost of the abatement appears to be entirely with Mainstreet and CLC. No further action was taken on future abatement items at this time.

The Board discussed the possible RAC park over the location of the containment replat tract. Director Vickers indicated CLC would consider dedicating this tract to the District for the creating of a regional park adjacent to the future Mainstreet project.

E. SVMD Lift Station Meter (in CBCMD) Update

Mr. Burrows indicated he has contacted Mr. Barnett regarding the status of completion of this meter. No response yet.

F. Other

None.

XI. Landscape Maintenance/Construction Report

A. Maintenance Updates

1. AFW Detention Pond

Mr. Strauss distributed copies of a proposal to repair and rehabilitate the AFW detention pond in the amount \$23,770. Action was deferred until the May meeting.

RECORD OF PROCEEDINGS

2. Trees Care

No report.

3. Other

None.

XI. Financial Items

A. Review and Approve December 31, 2015 Financial Statements and Cash Position Report Updated as of February 18, 2016

Ms. Soendker reviewed the December 31, 2015 Financial Statements and Cash Position Report with the Board. After review, upon a motion duly made by Director Vickers, seconded by Director List, and upon a vote, unanimously carried, the Board approved the Financial Statements and Cash Position Report.

Mr. Burrows will follow up with the Town of Parker regarding a Letter of Credit for Filing 5 Lennar site from June 19, 2013 in the amount of \$31,691.40 to see if it can be released to the District yet.

Director Vickers reported he is willing to allow usage of the O&M water rights that CLC owns on the North side of the Compark Blvd within the District. These could perhaps be used for irrigation. He will discuss with Mr. Sanchez. Mr. Kron indicated that this can be done.

B. Discuss Capital Project Fund Budget and Future Priorities

Ms. Soendker will review and report at the May meeting.

C. Other

None.

XII. Manager's Items

A. Website Update

Mr. Blodgett reported the website is being updated. Director Vickers indicated that he had reviewed it and thought it looked good.

B. May 3, 2016 Directors' Election Update

Mr. Blodgett reported that Directors Vickers, List and Michalek all have a May, 2018 term. The only positions available for 2016 are both vacant. No self-nomination forms have been submitted to date.

RECORD OF PROCEEDINGS

C. UNCC Update

Mr. Blodgett reported the District has joined as a tier one member. This means that the District will receive direct emails from UNCC when a contractor works in their R.O.W. Mr. Blodgett's office will notify Mr. Strauss so that cutting of our lines can be prevented.

XIII. Attorney's Items

A. Discussion and Possible Action Regarding SVMD / CBCMD IGA Issues

Mr. Kron reported that he has a conflict on this item and Ms. Furman will be working on it in the future for the District.

B. Other

Mr. Kron reported that draft IRS regulations concerning the definition of a political subdivision had been released yesterday. If approved in their current form, the draft regulations could reclassify districts without residents as not 'political subdivisions,' which would make them ineligible to issue tax exempt financing. Hearings on the draft regulations are set in June, 2016. Mr. Kron will provide addition information to the Board and other consultants when it becomes available.

XIV. Director's Items

A. Development Update

Director Vickers reported an interest on a swimming facility by Valor Christian High School, a potential car dealership, an office building and other uses.

XVI. Other Items


A. Confirm Quorum for May 24, 2016 Regular Meeting

A quorum was confirmed.

XVII. Adjournment

Upon a motion duly made by Director Vickers, seconded by Director List, and upon vote, unanimously carried, the Board adjourned the meeting at 2:05 p.m.

Respectfully submitted,


Secretary for the Meeting