

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
ROXBOROUGH VILLAGE METROPOLITAN DISTRICT
HELD
NOVEMBER 17, 2009

A regular meeting of the Board of Directors of the Roxborough Village Metropolitan District (referred to hereafter as "Board") was convened on Tuesday, November 17, 2009 at 6:30 p.m., at the Roxborough Library, Roxborough Market Place (Safeway Shopping Plaza), Meeting Room, 8357 N. Rampart Range Road, Suite 200, Littleton, CO 80125. The meeting was open to the public.

ATTENDANCE

In Attendance were Directors:

Steve Sherman
Scott Pfeffer
Nadine Petersen
Bob Clinard
Lisa Lorman

Also In Attendance Were:

David Peak; R.S. Wells L.L.C.
Ernie Fazekas; Folkestad Fazekas Barrick & Patoile, P.C.
Scott Barnett; Mulhern MRE, Inc.
Jay Jamison; The Brickman Group
Mary Ann Klimko; Clifton Gunderson LLP
Linda Goodrich; 10269 Dusk Way, Littleton, CO

CALL TO ORDER

The meeting was called to order by Director Sherman. Upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote, unanimously carried, the Board approved the agenda as amended.

MINUTES

After discussion, upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote, unanimously carried, the Board approved the minutes of the October 20, 2009 regular meeting as amended.

PUBLIC COMMENT

Nothing to report.

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LEGAL MATTERS

A. Status of Acquisition of Open Space from Douglas County – 99-Year Lease

Mr. Fazekas reviewed his memorandum regarding provisions proposed for inclusion in the Deed from Douglas County to the District in connection with the conveyance of 99 year lease parcels with Board members. The proposed provisions addressed the County's continued responsibility for administration of the Little Willow Creek floodplain, maintenance of storm water drainage facilities located within the 99 year lease parcels, and the County requirement that the Deed contain a provision stating that if it is not used for public park purposes that title shall revert to the County. Mr. Fazekas addressed various comments and questions of Board members. Director Clinard requested that Mr. Fazekas amend the memorandum to include wording regarding Douglas County's responsiveness to their drainage responsibilities. Mr. Fazekas will address Board's comments and proceed with the transfer process.

B. Consider Approval of Engagement Letter with Folkestad Fazekas Barrick & Patoile, P.C. for 2010 Legal Services

Mr. Fazekas reviewed the proposed 2010 engagement letter with Folkestad Fazekas Barrick & Patoile, P.C. with the Board. Following review and discussion, upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote, unanimously carried, the Board approved the engagement letter with Folkestad Fazekas Barrick & Patoile, P.C. for 2010 legal services as presented.

C. Designation of District Website for Posting Transparency Notice

Following discussion, upon a motion duly made by Director Clinard, seconded by Director Lorman and, upon vote, unanimously carried, the Board approved the District's website as the posting location for the transparency notice.

D. Discuss Chatfield Farms Inclusion Agreement

The Board deferred discussion of this matter to the executive session held later during the meeting, as described in Other Business, subsection B.

E. Update on MHO's Compliance with the Terms of the Site Use License

Mr. Fazekas reported that the MHO Networks has delivered the required insurance policy and the signature pages and thus complied with the terms of the Site Use License.

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F. Consider Adopting Resolution Approving 2010 Agreement for Landscape Maintenance Services, Snow Removal Services and Services Performed Under Work Orders with The Brickman Group

Mr. Fazekas reviewed the proposed agreement with The Brickman Group with the Board. Following review and discussion, upon a motion duly made by Director Clinard, seconded by Director Lorman and, upon vote, unanimously carried, the Board adopted the resolution approving the 2010 Agreement for Landscape Maintenance Services, Snow Removal Services and Services Performed Under Work Orders with The Brickman Group.

G. Discussion Regarding Paint Ball Issue

The Board requested that Mr. Fazekas determine if Douglas County can designate District parks and open space as areas within the County on which paintball guns are not permitted and inform the sheriff's department also. Mr. Peak will contact Douglas County and the sheriff's department once the County has added the District areas to their list.

LANDSCAPE
MAINTENANCE

A. Landscape Maintenance Interviews

Mr. Jamison presented the landscape maintenance report to the Board.

Turf: Weekly mowing operations are complete. Spot mowing will occur during fall cleanup.

Shrub Beds: Shrub beds are being policed for trash and debris. Perennials have been cut back.

Trees: Leaf cleanup is in progress and being done as needed.

Irrigation: Irrigation system has been winterized.

Open Space: Crews have been picking up visible trash and other debris as seen from the roads and trails.

Site Policing: Trash was policed weekly and the Dog-I-Pot stations were checked at the same interval. Trash cans were emptied and checked once per week and the ponds have been checked for debris.

Overall Site: Winter watering will begin as needed, especially on the new median. Crews have replaced a broken rail on the split rail fence along path.

B. Review and Consider Approval of Work Orders from The Brickman Group:

1. Path Reclamation Project / \$10,200

Following discussion, upon a motion duly made by Director Clinard, seconded by Director Pfeffer and, upon vote, unanimously

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carried, the Board approved the work order for path reclamation project in the amount of \$10,200.

2. Install Cobble at Island Tips / \$975

This work order was tabled.

ENGINEERING MATTERS

A. Update on Skate Park

Mr. Barnett reported that 53 Corporation has completed the work on the skate park.

FINANCIALS

A. Review and Approve Claims through October 2009

Mr. Peak reviewed the claims through October 2009 totaling \$90,673.72 represented by check numbers 4226 through 4246. Upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote, unanimously carried, the Board approved the claims and the transfer of funds from COLOTRUST in the amount of \$90,673.72 into the District's checking account to pay the claims.

B. Review and Approval of Cash Position as of October 31, 2009

Mr. Peak reviewed the cash position as of October 31, 2009 with the Board. The Board accepted the cash position as presented.

C. Review Monthly Report of Accrued Costs for Skate Park

Mr. Peak reviewed the monthly report of accrued costs for the skate park with the Board.

D. Conduct Public Hearing to Consider Amending the 2009 Budget.
Consider Adoption of Resolution to Amend 2009 Budget.

Mr. Peak stated that the notice of public hearing had been published in the Douglas County News-Press for the 2009 budget amendment. No objections to the proposed 2009 budget amendment were registered by any interested elector of the District prior to the public hearing. Upon a motion duly made by Director Petersen, seconded by Director Lorman and, upon vote, unanimously carried, the Board opened the public hearing. There being no public comment, upon a motion duly made by Director Clinard, seconded by Director Pfeffer and, upon vote, unanimously carried, the Board closed the public hearing.

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Following review and discussion, upon a motion duly made by Director Pfeffer, seconded by Director Petersen and, upon vote, unanimously carried, the Board approved the 2009 budget amendment as presented and adopted the resolution approving the 2009 budget amendment.

E. Conduct Public Hearing to Consider Adoption of 2010 Budget.
Consider Adoption of Resolutions to Adopt 2010 Budget,
Appropriate Expenditures and Certify Mill Levies.

Mr. Peak indicated that the notice of public hearing had been published in the Douglas County News-Press for the 2010 budget. No objections to the proposed budget were registered by any interested elector of the District prior to the public hearing. Upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote, unanimously carried, the Board opened the public hearing. There being no public comment, upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote, unanimously carried, the Board closed the public hearing.

After discussion by the Board, upon a motion duly made by Director Clinard, seconded by Director Petersen, and upon a vote unanimously carried, the Board adopted a Resolution Summarizing Expenditures and Revenues for Each Fund and Adopting a Budget for the Roxborough Village Metropolitan District for 2010.

Upon a motion duly made by Director Clinard, seconded by Director Lorman and, upon vote unanimously carried, the Board adopted a Resolution Appropriating Sums of Money to the Various Funds for Roxborough Village Metropolitan District for 2010.

Upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote unanimously carried, the Board adopted a Resolution Certifying Property Taxes for Year 2009 for Collection in 2010 to Help Defray the cost of government for Roxborough Village Metropolitan District for 2010.

F. Consider Approval of Audit Proposal with L. Paul Goedecke P.C.

Following review and discussion, upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote, unanimously carried, the Board approved the audit proposal with L. Paul Goedecke P.C. for 2009.

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G. Consider Approval of Engagement Letter with Clifton Gunderson LLP for 2010 Accounting Services

Following review and discussion, upon a motion duly made by Director Clinard, seconded by Director Petersen and, upon vote, unanimously carried, the Board approved the engagement letter with Clifton Gunderson LLP for 2010 accounting services.

DIRECTOR ITEMS

A. Review District Projects and Schedule Lists

Mr. Peak distributed the District Projects and Schedule Lists to the Board. No comments were made.

OTHER BUSINESS

A. Confirm Quorum for December 15, 2009 Meeting

The Board confirmed that a quorum would be present for the December 15, 2009 meeting at the Roxborough Library.

B. Executive Session Pursuant to Section 24-6-402(4)(b) and (e), C.R.S., for the purpose of receiving legal advice on specific legal questions and determining positions that may be subject to negotiations with reference to various aspects of the Inclusion and Reimbursement Agreement - Chatfield Farms.

At 8:10 p.m., upon a motion made by Director Clinard and seconded by Director Pfeffer, the Board voted unanimously to adjourn into an Executive Session pursuant to C.R.S. §24-6-402(4)(b) and (e), for purpose of receiving legal advice on specific legal questions from Ernie Fazekas, legal counsel for the District, and determining positions that may be subject to negotiations with reference to various aspects of the Inclusion and Reimbursement Agreement - Chatfield Farms.

At 8:39 p.m. upon motion duly made by Director Petersen, seconded by Director Pfeffer and, upon vote, unanimously carried, the Board reconvened in public session with the regular meeting. After the Executive Session, Ernie Fazekas stated that all of the discussion in the Executive Session constituted a privileged attorney-client communication and therefore, no record was required to be kept of that discussion. Ernie Fazekas further stated that the Board did not adopt any proposed policy, position, resolution, rule, regulation, or formal action with respect to the matters discussed during the Executive Session.

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ADJOURNMENT


There being no other business to come before the Board, upon a motion duly made by Director Petersen, seconded by Director Clinard and, upon vote, unanimously carried, the Board adjourned the meeting.

Respectfully submitted,

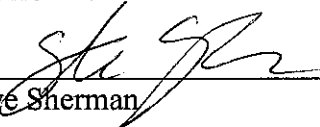
By: 

Secretary for the Meeting

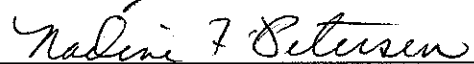
THESE MINUTES ARE APPROVED AS THE OFFICIAL NOVEMBER 17, 2009 MINUTES OF THE ROXBOROUGH VILLAGE METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:



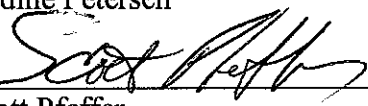
Lisa Lorman



Steve Sherman



Nadine Petersen



Scott Pfeffer

Bob Clinard