

**MINUTES OF A REGULAR MEETING  
OF THE BOARD OF DIRECTORS OF THE  
BELFORD SOUTH METROPOLITAN DISTRICT  
HELD  
FEBRUARY 28, 2017**

A regular meeting of the Board of Directors (the "Board") of the Belford South Metropolitan District (the "District") was held on Tuesday, February 28, 2017 at 11:00 a.m. at 8390 E. Crescent Parkway, Suite 500, Greenwood Village, Colorado 80111.

Attendance

In attendance were Directors:

Michael P. Vickers, President  
Tom List, Secretary  
Peter Elzi, Treasurer/Asst. Secretary

Also in attendance were:

Bob Blodgett, Stephanie Net and Janece Soendker; CliftonLarsonAllen LLP ("CLA")  
Kathy Kanda and Emily Murphy; McGeady Becher P.C. ("McGeady Becher")  
Rick Moore; Manhard Consulting, Ltd.

Call to Order

President Vickers called the meeting to order at 11:00 a.m.

Mr. Blodgett presented the Agenda for the Board's special meeting. Following discussion, the Agenda was amended to include discussion of a Service Agreement for Project Management Services.

Meeting Location

The Board entered into discussions regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. Following discussion, and upon motion duly made by Director Vickers, seconded by Director List and, upon vote, unanimously carried, the Board determined that because there is not a suitable or convenient location within its boundaries or within the county in which the District is located, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of this location was posted within the boundaries of the District and the Board had not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within the boundaries of the District.

Disclosures of  
Potential Conflicts Of  
Interest

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State. It was noted that Disclosure Statements had been

filed prior to the meeting in accordance with statute. Attorney Kanda requested that the Directors consider whether they had any new conflicts of interest which had not previously been disclosed. There were no additional disclosures made.

Board Vacancies

The Board discussed the current vacancies on the Board, noting that there are currently no qualified candidates interested in the vacant seats.

**CONSENT AGENDA**

The Board considered the following actions:

IV. Minutes of the November 22, 2016 Regular Meeting

V. Financial Items

A. Ratification of Approval of June – December Claims in the amount of \$395,838.09

B. Acceptance of 2017 Final Budget

C. Approval of CLA Cash Access Addendum

VI. Manager Items

A. Approval of 2017 Insurance Policy

VII. Attorney Items

A. Ratification of Approval of Assignment of Water and Wastewater Services SFE – Belford South 204 between Stonegate Village Metropolitan District, Compark Business Campus Metropolitan District and the District

B. Ratification of Approval of Proposal from Tamarack Consulting LLC (“Tamarack”) to prepare Engineer’s Report and Certification of District Eligible Costs

C. Ratification of Adoption of Resolution No. 2017-02-01; Resolution Designating 24-Hour Posting Location

Mr. Blodgett reported that the claims presented for ratification are actually from January 1, 2016 through February 21, 2017. The total amount of said claims did not change. Ms. Soendker reported that the McGeady Becher and CLA bills are being held pending funding. Mr. Blodgett reported that the 2017 insurance policy has not been bound to

date. He further reported that he anticipates it will be received within the following week and included in the next round of claims.

Attorney Kanda reported that for item VII(A), the first page will be revised to reflect the corrected date of January 2017.

Following discussion, upon a motion duly made by Director Vickers, seconded by Director List, and upon vote, unanimously carried, the Board approved all items on the Consent Agenda with the revisions noted above.

## **DISCUSSION AGENDA**

### Construction Matters

#### Status of Construction of Public Improvements

##### Engagement of Construction Contractors and Consultants:

Following discussion, the Board authorized the CLA and the President to select consultants and contractors and negotiate the terms of engagement for same. McGeady Becher will prepare all necessary agreements, with the Board officers being authorized to execute same, subject to ratification by the Board at the next meeting.

Potential Agreement Related to Cost Sharing of Filing 8 and 9 Sanitary Sewer Line Expenditures: Following discussion, it was determined that the District has the authority to reimburse 470 Compark, LLC (the "Developer") under the existing Facilities Funding and Acquisition Agreement by and between the District and the Developer. Upon a motion duly made by Director Vickers, seconded by Director Elzi, and upon vote, unanimously carried, the Board approved the District paying 80% of the costs and Compark Business Campus Metropolitan District paying 20%, as recommended by the engineer based on the total acreage served by the sanitary sewer line, subject to future verification by Tamarack of the aforementioned percentages.

Project Management Agreement: Following discussion, upon a motion duly made by Director Elzi, seconded by Director List, and upon vote carried, with Director Vickers abstaining, the Board authorized publication of a Request for Proposals for Project Management Services and award of same for an amount not to exceed five percent (5%) of construction costs. Director Vickers recused himself from the aforementioned vote because an entity for which he is a principal intends to submit a proposal related to the Project Management Services.

## Financial Items

February 23, 2017 Cash Position Report: Ms. Soendker reviewed the February 23, 2017 Cash Position Report with the Board. She reported that no December 31, 2016 Financial Statements have been prepared. Upon a motion duly made by Director Elzi, seconded by Director List, and upon vote, unanimously carried, the Board accepted the February 23, 2017 Cash Position Report.

Timing of Future Bond Issuance: The Board discussed the timing of the proposed bond issuance, noting an anticipated closing in late 2017 or early 2018.

Status of 2016 Application for Exemption from Audit: Ms. Soendker reported that costs were under the threshold for which an audit would be required, but that the 2016 Budget will need to be amended to include the 2016 capital expenditures.

Following discussion, upon a motion duly made by Director List, seconded by Director Elzi, and upon vote, unanimously carried, the Board authorized the preparation and filing of the 2016 Application for Exemption from Audit.

## Manager Items

Stonegate Village Metropolitan District Board Meeting Information: Mr. Blodgett reviewed the meeting information with the Board, noting that there are no items anticipated to impact the District.

Information Items and Referrals: Mr. Blodgett reviewed with the Board. No action was required.

Website Update: Mr. Blodgett reported that the District website is up to date.

Other: None.

## Attorney Items

Resolution No. 2017-02-02; Resolution Approving the Tap Assignment and Fee Agreement with KB Home Colorado Inc. and Authorizing Certain Actions Related Thereto ("Resolution No. 2017-02-02"): Upon a motion duly made by Director Elzi, seconded by Director Vickers, and upon vote, unanimously carried, the Board approved Resolution No. 2017-02-02, subject to final attorney review.

Administration of KB Home Colorado Inc. Development Fees and Use of Revenues to Pay Public Improvement Construction Costs: Director Vickers advised the Board with regard to development fees and use of revenues, noting a conference call is set for March 1<sup>st</sup> with himself,

Tamarack, CLA and McGeady Becher to ensure understanding of terms related to administration by all parties.

Status of Service Plan Amendment: Following discussion, upon a motion duly made by Director Vickers, seconded by Director List, and upon vote, unanimously carried, the Board authorized McGeady Becher to prepare the necessary Service Plan amendment.

Director Items

Proposed Intergovernmental Agreement Concerning Public Improvement Construction and Cost-Sharing Obligations by and among Chambers Highpoint Metropolitan District No. 1, Chambers Highpoint Metropolitan District No. 2 and the District: This matter was deferred.

Other: None.

Other Items

Quorum for May 23, 2017 Regular Meeting: Following discussion, the Board determined to cancel the May 23, 2017 regular meeting and to call a special meeting on Monday, May 30, 2017 at CLA at 11:00 a.m.

Adjournment

Director Vickers adjourned the meeting at 12:05 p.m.

Respectfully submitted,



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Secretary for the Meeting