

RECORD OF PROCEEDINGS

**MINUTES OF A SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF THE
BELFORD SOUTH METROPOLITAN DISTRICT
HELD
MAY 30, 2017**

A special meeting of the Board of Directors of the Belford South Metropolitan District was held on Tuesday, May 30, 2017 at 11:00 a.m. at 8390 E. Crescent Parkway, Suite 500, Greenwood Village, CO 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
Kathy Kanda and Emily Murphy; McGeady Becher P.C.
Rick Moore; Manhard Consulting, LTD
Keith Shaddox and Gary Wiseman; E470 Potomac Metropolitan
District Board Member
Alan Matlosz; George K Baum & Co.
Kevin Michalek; Compark Business Campus Metropolitan District
Board Member
Tom George; Spencer Fane LLP

Call to Order

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

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, it was determined to conduct the meeting at the above-stated date, time and 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.

RECORD OF PROCEEDINGS

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. It was noted that there are no available candidates at this time.

CONSENT AGENDA

The Board considered the following actions:

- IV. Approval of Minutes of the February 28, 2017 Regular Meeting
- V. Manager Items
 - A. Acknowledge Stonegate Village Metropolitan District Meeting Information
- VI. Financial Items
 - A. Ratify Approval of January - April Claims \$27,967.40

Mr. Blodgett reported that there was no SVMD information to distribute.

There were no other comments on the Consent Agenda. Following discussion, upon a motion duly made by Director Vickers, seconded by Director List, and upon vote, unanimously carried, the Board approved the items on the Consent Agenda.

DISCUSSION AGENDA

- IV. Construction Matters
 - A. Status of Construction of Public Improvements
 - 1. Proposed Allocation of Costs between the District and Compark Business Campus Metropolitan District for Filing 8 and 9 Sanitary Sewer Line subject to Verification of Costs by Tamarack Consulting LLC

RECORD OF PROCEEDINGS

The Board reaffirmed the cost sharing language related to the Filing 8 and 9 sanitary sewer line as stated in the February 28, 2017 meeting Minutes.

B. Current Construction Schedule

Mr. Moore reviewed the current construction schedule with the Board, noting that Moye White LLP is preparing construction contracts on behalf of the developer.

V. Financial Items

A. Acceptance of December 31, 2016 Unaudited Financial Statements

This matter was deferred.

B. Acceptance of March 31, 2017 Unaudited Financial Statements

This matter was deferred.

C. Matters Related to Future Bond Issuance

Director Vickers advised the Board regarding the proposed schedule for a future bond issuance. He reported that the target date for issuance is spring, 2018. Mr. Matlosz was directed to begin collecting information on the District and the future development tap fee revenue in anticipation of the proposed bond issuance.

D. Public Hearing on Amendment to 2016 Budget. Review and Consider Adoption of Resolution No. 2017-05-01; Resolution to Amend the 2016 Budget

Director Vickers opened the public hearing to consider the proposed 2016 Budget Amendment.

It was noted that Notice stating that the Board would consider amendment of the 2016 Budget and the date, time and place of the public hearing was published pursuant to statute. No written objections were received prior to the public hearing.

No public comments were received and the public hearing was closed.

Ms. Soendker reviewed the 2016 Amended Budget noting that an amendment is necessary to increase the General Fund to \$75,000 and the

RECORD OF PROCEEDINGS

Capital Project Fund to \$500,000. Following discussion, upon motion duly made by Director Vickers, seconded by Director List, and upon vote unanimously carried, the Board adopted Resolution No. 2017-05-01; Amending the 2016 Budget.

E. Current Claims

Ms. Soendker distributed current claims totaling \$14,810.64. Following discussion, upon motion duly made by Director Vickers, seconded by Director List, and upon vote unanimously carried, the Board approved payment of the current claims in the amount of \$14,810.64.

VI. Manager Items

A. Update on status of District Insurance

Mr. Blodgett confirmed that the District has the required insurance coverage in place for 2017.

B. Information Items and Referrals

None.

C. Website Update

Mr. Blodgett reported the website is up-to-date. Director Vickers requested that the Amended and Restated Regional Water and Wastewater Service Agreement between Stonegate Village Metropolitan District and Compark Business Campus Metropolitan District be added to the website. Mr. Blodgett confirmed it is linked to the Compark Business Campus Metropolitan District's website. District Vickers further requested that District Counsel review the information on the website.

D. Other

None.

VII. Attorney Items

1. Award of Bid for Project Management Services to C-CAPL, LLC and Approval of Service Agreement for Project Management Services by and between the District and C-CAPL, LLC

Following review, upon motion duly made by Director List, seconded by Director Elzi, and upon vote carried with Director Vickers abstaining, the Board awarded the Bid for Project Management Services to C-CAPL, LLC and approved a Service Agreement for Project Management Services by and between the District and C-

RECORD OF PROCEEDINGS

CAPL, LLC.

2. Service Agreement for Construction Administration by and between the District and Manhard Consulting, Ltd.

Following review, upon motion duly made by Director List, seconded by Director Elzi, and upon vote unanimously carried, the Board approved the Service Agreement for Construction Administration by and between the District and Manhard Consulting, Ltd.

3. Service Agreement for Construction Management Services by and between the District and GM Consulting, LLC

Following review, upon motion duly made by Director List, seconded by Director Elzi, and upon vote unanimously carried, the Board approved the Service Agreement for Construction Management Services by and between the District and GM Consulting, LLC.

4. Master Service Agreement for Construction Observation Services for Peoria/Belford Intersection by and between the District and Felsburg Holt & Ullevig, Inc.

Following review, upon motion duly made by Director List, seconded by Director Elzi, and upon vote unanimously carried, the Board approved the Master Service Agreement for Construction Observation Services for Peoria/Belford Intersection by and between the District and Felsburg Holt & Ullevig, Inc.

5. Master Service Agreement for Construction Staking and Surveying Services by and between the District and Manhard Consulting, Ltd.

Following review, upon motion duly made by Director List, seconded by Director Elzi, and upon vote unanimously carried, the Board approved the Master Service Agreement for Construction Staking and Surveying Services by and between the District and Manhard Consulting, Ltd.

6. Service Agreement for Cost Verification Services by and between the District and Tamarack Consulting LLC

Attorney Kanda recommended removal of the Service Agreement with Tamarack Consulting LLC for cost verification services since Tamarack Consulting LLC is being consolidated with

RECORD OF PROCEEDINGS

Manhard Consulting, Ltd. This presents a conflict for the District since Manhard Consulting, Ltd is the engineer for the District. Mr. Moore recommended consideration of Ken Brown at EVO Consulting Services, Inc. as the third party cost verification engineer. The Board concurred. Upon motion duly made by Director Vickers, seconded by Director Elzi, and upon vote unanimously carried, the Board directed staff to obtain a proposal from EVO Consulting Services, Inc.

7. Master Service Agreement for Geotechnical Services by and between the District and A.G. Wassenaar, Inc.

Following review, upon motion duly made by Director List, seconded by Director Elzi, and upon vote unanimously carried, the Board approved the Master Service Agreement for Geotechnical Services by and between the District and A.G. Wassenaar, Inc.

- B. Discuss Status of Service Plan Amendment.

Attorney Kanda reported on the status of a Service Plan Amendment.

- C. Adoption of Resolution No. 2017-05-02; Resolution Authorizing Rescission of Resolution No. 2017-02-02; Resolution Approving the Tap Assignment and Fee Agreement with KB Home Colorado Inc. and Authorizing Certain Actions Related Thereto and Approving the Tap Assignment and Fee Agreement with Century Land Holdings, LLC and Authorizing Certain Actions Related Thereto

Attorney Kanda reported that KB Homes is not proceeding with its previously approved Tap Assignment and Fee Agreement. Century Communities is moving forward with an agreement to purchase the 204 SFEs that the District has available.

Following discussion, upon motion duly made by Director Vickers, seconded by Director Elzi, and upon vote unanimously carried, the Board approved the Adoption of Resolution No. 2017-05-02; Resolution Authorizing Rescission of Resolution No. 2017-02-02; Resolution Approving the Tap Assignment and Fee Agreement with KB Home Colorado Inc. and Authorized Certain Actions Related Thereto and Approved the Tap Assignment and Fee Agreement with Century Land Holdings, LLC and Authorizing Certain Actions Related Thereto.

- D. District Policy Regarding Development Fees for Non-Residential Uses; Adoption of Resolution No. 2017-05-03; Resolution Regarding the

RECORD OF PROCEEDINGS

Policy for Establishing the Rate of Development Fees for Non-Residential Property

Following discussion, upon motion duly made by Director Vickers, seconded by Director Elzi, and upon vote unanimously carried, the Board approved the District Policy Regarding Development Fees for Non-Residential Uses and adopted Resolution No. 2017-05-03; Resolution Regarding the Policy for Establishing the Rate of Development Fees for Non-Residential Property.

- VIII. Director Items A. 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

Director Vickers reported that he has been in discussion with the Chambers Highpoint Metropolitan District Nos. 1 and 2.

Following further discussion, Director Vickers recommended a work session with the Board, Consultants and Chambers Highpoint Metropolitan District Nos. 1 and 2 regarding the future establishment of tap fees and other development policies related to the districts. The Board concurred.

- B. Other


None.

- IX. Other Items A. Quorum for August 22, 2017 Regular Meeting

A quorum was confirmed.

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

Respectfully submitted,



Secretary for the Meeting