

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
BELFORD SOUTH METROPOLITAN DISTRICT
HELD
MAY 22, 2018**

A regular meeting of the Board of Directors of the Belford South Metropolitan District was held on Tuesday, May 22, 2018 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, Anna Jones and Janece Soendker;
CliftonLarsonAllen LLP
MaryAnn McGeady, Esq; McGeady Becher PC (via
telephone)
Rick Kron and Tom George; Spencer Fane
Rick Moore; Manhard Consulting, Ltd.

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

Agenda Mr. Blodgett reviewed the proposed Agenda for the District's regular meeting. Following discussion, upon motion duly made by Director Vickers, seconded by director Elzi and, upon vote unanimously carried, the Agenda was approved, as presented.

Meeting Location The Board entered into discussion 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 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.

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.

Directors
Election
Update

There were no Board seats with 2018 terms.

A. Board Vacancies

Discussion ensued regarding current vacancies on the Board of Directors. Director Vickers advised the Board that currently there are no eligible candidates available to fill vacancies. No action was taken at this time.

CONSENT
AGENDA

The Board considered the following actions:

IV. Approval of Minutes of the November 28, 2017 Regular Meeting.

After discussion, upon a motion duly made by Director Vickers, seconded by Director Elzi, and upon vote, unanimously carried, the Board approved the Minutes of the November 28, 2017 regular meeting as presented.

V. Financial Items

- A. Ratify Approval of November - March Claims - \$39,110.46
- B. Approval of Current Claims - \$11,838.84
- C. Ratify Application for Exemption from 2017 Audit

Mr. Blodgett reported current claims are \$11,838.84. Following discussion, upon a motion duly made by Director Vickers, seconded by Director Elzi, and upon vote, unanimously carried, the Board approved the consent agenda.

DISCUSSION
AGENDA

VI. Construction Matters

Discuss Status of Construction of Public Improvements

Mr. Moore reported public improvement construction is on hold until the wetlands issues with the Corps of Engineers are resolved.

Engineering Report – Rick Moore

No additional report.

Approval of the Following Documents Relating to the Service Agreement for Environmental Services by and between the District and ERO Resources Corporation:

1. Approve Change Order No. 1 for additional services in the amount of \$4,128
2. Approve Change Order No. 2 for additional services in the amount of \$2,500

Following discussion, upon a motion duly made by Director Vickers, seconded by Director Elzi, and upon vote unanimously carried, the Board approved the two change orders.

Acceptance of Eligible Costs for District Reimbursement in the amount of \$2,051,029.19 as verified by EVO Consulting Services, Inc.

Following discussion, upon a motion duly made by Director Vickers, seconded by Director List, and upon vote unanimously carried, the Board approved the recommended cost certification of \$2,051,029.19 to be reimbursed to 470 Compark LLC from future bond proceeds or other sources.

Ms. Soendker will review the reimbursement agreement and calculate the required interest owed to 470 Compark LLC. Director Vickers asked that this be completed by mid-June.

Director Vickers asked that a PDF of this letter be provided to him. He also asked that the letter be sent to Mr. Suter at Vukota Capital. He reported the 151 acres comprising the

Belford South District will be sold to Vukota Capital within the next 30 days.

Mr. Moore noted that the tables and the cost certification report do not match the final reimbursement amount. Mr. Moore will contact Mr. Brown to correct tables 1 and 2.

Status of Army Corps of Engineers Permit

Mr. Moore reported there is a meeting with the Corps of Engineers on June 7 to review the District's request that the wetlands within the District should be non-jurisdictional rather than jurisdictional. He will provide an update after the meeting.

Schedule

No report.

Other

None.

VII. Financial Items

March 31, 2018 Unaudited Financial Statements

Ms. Soendker reviewed with the Board. Following review, upon a motion duly made by Director Vickers, seconded by Director Elzi, and upon vote unanimously carried, the Board accepted the financial statements for March 31, 2018.

Other

None.

VIII. Manager's Items

Stonegate Village Metropolitan District Board Meeting Information

No report.

Information Items and Referrals

None.

Website Update

Mr. Blodgett will ensure the website is up-to-date.

Other

None.

IX. Attorney's Items

Ratify Acceptance of a Quit Claim Deed from the Board of County Commissioners of the County of Douglas, State of Colorado, recorded with the Douglas County Clerk and Recorder on April 2, 2018 at Reception No. 2018019125 and Authorize the District to Proceed with Annexation/Zoning of the Deeded Property into the Town of Parker

Upon a motion duly made by Director Vickers, seconded by Director List, and upon vote, unanimously carried, the Board ratified approval of a Quit Claim Deed from the Board of County Commissioners of the County of Douglas, State of Colorado, recorded with the Douglas County Clerk and Recorder on April 2, 2018 at Reception No. 2018019125 and Authorize the District to Proceed with Annexation/Zoning of the Deeded Property into the Town of Parker.

Status of Tap Assignment and Fee Agreement (Tract H, Compark Village South Filing No. 1) by and between the District and Century at Compark Village South, LLC ("Century")

Director Vickers reported this agreement will be assigned to Vukota Capital in the near future. He recommended a Special Board Meeting to discuss the Tap Assignmen and Fee Agreement to Vukota, assignment of the developer reimbursement agreement and other items that may need to be assigned to Vukota by the District and 470 Compark LLC.

After discussion, upon a motion duly made by Director Vickers, seconded by Director Elzi, and upon vote, unanimously carried, the Board agreed to have a special meeting on June 19 at 1:30 PM at CLA.

RECORD OF PROCEEDINGS

Status of Capital Reimbursement Agreement by and between the District and Century

No report.

Status of Off-Site Improvements Escrow Agreement by and among 470 Compark, LLC, Century and the District

No report.

Status of Tap Assignment and Fee Agreement Relative to SFEs for Property Within Chambers Highpoint Metropolitan District

This agreement is on hold.

Transition of District General Counsel

Accept Resignation of McGeady Becher P.C.

After discussion, upon a motion duly made by Director Vickers, seconded by Director List, and upon vote, unanimously carried, the Board accepted the resignation letter of McGeady Becher, effective June 1, 2018.

Approve Agreement with Spencer Fane LLP

After discussion, upon a motion duly made by Director Vickers, seconded by Director Elzi, and upon vote, unanimously carried, the Board approved the District General Counsel agreement with Spencer Fane LLP. After discussion, the Board authorized Spencer Fane to begin work immediately. Ms. McGeady concurred with an immediate transition.

Mr. Kron recommended that he contact McGeady Becher for information regarding the transition and/or services in the future if there is again a conflict between Spencer Fane and the District. The Board concurred.

X. Director Items

None.

RECORD OF PROCEEDINGS

XI. Other Items

Quorum for August 28, 2018 Regular Meeting

A quorum was confirmed for the August 28, 2018 regular meeting at 11:00 a.m. at 8390 E. Crescent Parkway, Suite 500, Greenwood Village, CO 80111.

The next meeting is a special meeting on Tuesday, June 19, 2018 at CLA.

XII. Adjournment

Director Vickers adjourned the meeting at 12:00 p.m.

Respectfully submitted,



Secretary for the Meeting