

## RECORD OF PROCEEDINGS

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### MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF PLUM CREEK METROPOLITAN DISTRICT HELD October 28, 2008

A regular meeting of the Board of Directors of the Plum Creek Metropolitan District was held on Tuesday, October 28, 2008 at 9:00 a.m., in the office of Folkestad Fazekas Barrick & Patoile, P.C., 18 S. Wilcox St., Suite 200, Castle Rock, Colorado. The meeting was open to the public.

#### Attendance

#### In Attendance were Directors:

David Littler  
James Ellington  
Curtis Maddock  
Peter Rinehart

#### Also in Attendance were:

David Peak; R S Wells, LLC  
James Folkestad and Karen Oliver; Folkestad Fazekas Barrick & Patoile, P.C.  
Kevin Collins; Clifton Gunderson, LLP

#### Call to Order

The meeting was called to order by Director Littler and a quorum was declared. Upon a motion duly made by Director Maddock, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the agenda.

#### Disclosure of Potential Conflicts of Interest

The Board noted that disclosures of potential conflict of interest statements for all Directors required to file such disclosures, pursuant to law, are on file and that the statements were filed at least 72 hours prior to the meeting in accordance with Colorado statutes.

#### Minutes

The Board reviewed the minutes of the July 22, 2008 regular meeting. Following discussion, upon a motion duly made by Director Maddock, seconded by Director Rinehart and, upon vote, unanimously carried, the Board approved the minutes, as amended.

#### Financial Matters

A. Review and Accept Financial Statement as of September 30, 2008

## RECORD OF PROCEEDINGS

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Mr. Collins reviewed the Financial Statements – September 30, 2008 with the Board. After discussion, upon a motion duly made by Director Maddock, seconded by Director Littler and, upon vote, unanimously carried, the Board approved the Financial Statement as presented.

- B. Ratify Approval of Claims for July/August 2008 Totaling \$12,358.14, Represented by Check Numbers 1093 through 1099 with Check Numbers 1097, 1098 and 1099 being Voided.

Following review, upon a motion duly made by Director Ellington, seconded by Director Rinehart and, upon vote, unanimously carried, the Board ratified approval of claims for July/August 2008 totaling \$12,358.14, represented by check number 1093 through 1099 with check numbers 1097 through 1099 being voided, as presented.

- C. Review and Approve Claims for September 2008 Totaling \$4,607.95, Represented by Check Numbers 1100 through 1102.

Following review, upon a motion duly made by Director Maddock, seconded by Director Ellington and, upon vote, unanimously carried, the Board approved the September 2008 claims, totaling \$4,604.95, represented by check numbers 1100 through 1102, as presented.

- D. Review 2008 Proposed Audit from Wagner, Burke and Barnes, L.L.P.

Following review, upon a motion duly made by Director Ellington and, seconded by Director Maddock and, upon vote, unanimously carried, the Board approved an engagement of Wagner, Burke and Barnes, L.L.P. for an amount not to exceed \$4,200.00 to prepare 2008 Audit.

- E. Conduct Public Hearing to Consider Adoption of 2009 Budget, Appropriate Expenditures and Certify Mill Levies. Consider Adoption of Resolution to Adopt 2009 Budget, Appropriate Expenditures and Certify Mill Levies.

Mr. Peak indicated that the notice of public hearing on the 2009 budget was published in the local newspaper. Upon a motion duly made by Director Littler, seconded by Director Ellington and, upon vote, unanimously carried, the Board opened the public hearing at 10:27 a.m. There being no public comment, upon a motion duly made by Director Maddock, seconded by Director Littler and, upon vote, unanimously carried, the Board closed the public hearing at 10:28 a.m.

Mr. Collins briefed the Board on the projected cash balance schedule projections. Mr. Collins also reviewed the proposed 2009 Budget with the

## RECORD OF PROCEEDINGS

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Board. Following discussion, upon a motion duly made by Director Ellington, seconded by Director Littler and, upon vote, unanimously carried, the Board adopted the 2009 budget and resolution, appropriated the 2009 expenditures and set the mill levies for 2009, , subject to final revisions by District Accountant, District Manager and District's Legal Counsel.

F. Update on the Status of C-SAFE.

Director Littler briefed the Board, and Mr. Folkestad explained the statutory requirements regarding District investments. Mr. Collins gave the history of investing funds in various institutions, i.e. treasury investment pools, guaranteed investments, local government pools investments, and certificates of deposits.

The Board instructed Mr. Collins to open a checking account and transfer property taxes to be collected by the District after October 28, 2008 into a new account and not deposit any more funds with C-SAFE. Following discussion, upon a motion duly made by Director Ellington, seconded by Director Maddock, the Board approved establishing two interest bearing accounts with FDIC insured banks and depositing funds into such accounts. The primary bank will be Wells Fargo with a secondary institution (bank) US Bank for savings account. Wells Fargo for checking account, effective immediately. Wells Fargo also has a savings account.

The Board also instructed Mr. Collins to explore a third institution to deposit an additional \$250,000.00 of District funds or purchase Treasury Notes.

Administrative  
Matters

A. Discuss the Resolution Designating Time and Location of Regular Meeting and Locations for Posting of Notices of Regular and Special Meetings.

The Board discussed meeting on the fourth Tuesday of the month.

Legal Matters

A. Attorney's Report.

1. Indemnification Resolution.

Mr. Folkestad reviewed an indemnification resolution with the Board. Following discussion, upon motion duly made by Director Ellington, seconded by Director Littler and, upon vote, unanimously carried, the Board approved the indemnification resolution.

## RECORD OF PROCEEDINGS

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### 2. Bonds

Mr. Folkestad reported to the Board that his office has been monitoring changes in rating of bond insurance companies and he has been working with Kevin Collins to complete filings of Notice of Material Event, when applicable. Mr. Folkestad indicated that the last filing of Notice of Material Event was completed on August 26, 2008. Mr. Folkestad and Mr. Collins will continue monthly monitoring.

### Directors' Items

Director Littler requested that Mr. Collins inform the Board when the new accounts are open.

### Other Business

Nothing discussed at this time.

### Adjournment

There being no further business to come before the Board, upon a motion duly made by Director Maddock, seconded by Director Ellington and, upon vote, unanimously carried, the Board adjourned the meeting at 11:05a.m.

The foregoing Minutes were approved by the Board of Directors on the 27th day of January, 2009.

The foregoing record constitutes a true and correct copy of the Minutes of the above referenced meeting.



Secretary