

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF PLUM CREEK METROPOLITAN DISTRICT HELD June 29, 2009

A special meeting of the Board of Directors of the Plum Creek Metropolitan District was held on Monday, June 29, 2009 at 4:00 p.m., in the offices of Folkestad Fazekas Barrick & Patoile, P.C. located at 18 S. Wilcox St., Suite 200, Castle Rock, Colorado. The meeting was open to the public.

#### Attendance

In Attendance were the following Directors:

David Littler  
James Ellington, via telephone  
Peter Rinehart, via telephone

Also in Attendance were:

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

#### Call to Order

The meeting was called to order by Director Littler and a quorum was declared.

#### 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.

#### Legal Matters

- A. Consider Agreement for Construction Management Services with Nolte Associates, Inc. in connection with public improvements located in Plum Creek South Filing No. 1.

A demand for the correction of defective work was made by the Town of Castle Rock (the "Town") under the two year warranty furnished by the District in connection with construction of the Plum Creek South Filing No. 1 improvements. The items deemed defective are part of work completed by Concrete Curb and Paving, Inc. and Schmidt Construction, Inc. In 2007, upon completion of the work, the contractors provided two

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year warranty bonds (the "Warranty Bonds") to the District securing their obligations to remedy defects.

Nolte Associates, Inc. ("Nolte") supervised performance of the work in 2007 and is in the best position to supervise the corrective work on behalf of the District and ensure that it is completed before the Warranty Bonds expire. Joe Culkin of Nolte visited the project site on June 15, 2009 to complete an initial inspection of the items raised by the Town and to prepare an estimate of costs for Nolte.

Jim Folkestad reported to the Board that he reviewed an agreement proposed by Nolte, added provisions regarding illegal aliens and political contributions, and revised provisions concerning Nolte's insurance and limitation on liability.

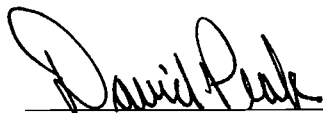
The Board members discussed the items deemed defective by the Town. The Board further discussed the cost of Nolte supervising the corrective work. Following review, upon a motion duly made by Director Rinehart, seconded by Director Ellington and, upon vote, unanimously carried, the Board appointed a committee consisting of David Littler and Jim Folkestad to finalize the agreement with Nolte, and address any issues or concerns raised by Nolte's legal counsel. The Board approved the contract with Nolte subject to a maximum cost restriction of \$7,000.

Upon a motion duly made by Director Ellington and seconded by Director Littler, the meeting was continued to July 10, 2009 at 2:00 p.m. at the offices of Folkestad, Fazekas, Barrick & Patoile, P.C., located at 18 S. Wilcox St., Suite 200, Castle Rock, CO 80104, if such meeting is necessary. Upon vote, motion was unanimously carried.

### Adjournment

There being no further business to come before the Board, upon a motion duly made by Director Ellington, seconded by Director Littler and, upon vote, unanimously carried, the Board adjourned the meeting at 4:40 p.m.

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



Secretary