

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF THE
LIVERPOOL METROPOLITAN DISTRICT
HELD
November 17, 2008

A regular meeting of the Board of Directors of the Liverpool Metropolitan District (referred to hereafter as "Board") was convened on Monday, the 17th day of November, 2008, at 4:30 P.M., at Greenfield HOA Club House, 20601 E. Fair Avenue, centennial, Colorado.

ATTENDANCE

Directors In Attendance Were:

Dave Bellamy
Carrie Houck
Margie Fish
Dean Lagrave
Cathy Mitchell

Also In Attendance Were:

Chad Bakeman; Front Range Internet Services
David Greher; Collins Cockrel and Cole
Eric Plouffe; JBK, Inc. Landscaping
Sarah Hunsche; Clifton Gunderson, LLP
Chad Klever; R.S. Wells, LLC
Tom Borstad; Resident

ADMINISTRATIVE MATTERS

Call to Order/Agenda: Director Bellamy called the meeting to order at 4:30 p.m.

Following review and discussion, upon motion duly made by Director Houck, seconded by Director Lagrave and, upon vote, unanimously carried, the Board approved the agenda, as presented.

Meeting Location/Notice: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District's Board meeting. The Board further noted that notice of this location was duly posted and

that it has not received any objections to the location or requests that the meeting place be changed by residents or taxpaying electors within the District's boundaries.

Minutes: The Board reviewed the minutes of the August 18, 2008 regular meeting and the September 22, 2008 special fall walk-thru meeting.

Following discussion, upon motion duly made by Director Houck, seconded by Director Lagrave and, upon vote, unanimously carried, the Board approved the meeting minutes, as presented.

LANDSCAPE
MAINTENANCE

Items from JBK: Mr. Plouffe reported that they are basically done for the season. The irrigation system is winterized, trees and shrubs are being trimmed, and the only remaining item is some final leaf removal.

Director Bellamy reported that there are some limbs to be removed and some homeowner dirt to be spread around in the Piney Creek open space area. It was also reported that there are some hazards from tree forts in the open space that need to be dismantled.

Landscape Updates: Mr. Plouffe provided some drawings and showed modifications of the Liverpool Street Landscape plans. The estimate for the entire frontage adjacent to single family houses along Liverpool Street is approximately \$281,650 under this concept. The portion shown in detail was from the intersection of Liverpool and Weaver to Liverpool and Fair with an approximate amount of \$100,000.

Mr. Plouffe explained that with the current design, there will be a substantial decrease in sod and irrigation water with some additional benefits including trees and shrubs of density.

Landscape Maintenance contract: JBK presented their contract update for 2009. Mr. Plouffe described that it includes approximately a 4% increase over 2008 contract amounts.

Following discussion, upon a motion duly made by Director Houck, seconded by Director Lagrave and, upon vote, unanimously carried, the Board approved the 2009 Landscape contract with JBK Landscape, Inc. and authorized Mr. Klever to execute the contract.

Update on Spectrum Development: Mr. Klever reported that he has spoken with Andy Firestein at City of Centennial Planning and that he has reported that the Spectrum Development Project is on hold due to financing issues.

DISTRICT
MANAGER

Manager's Report: There was nothing to report at this time.

Website Updates: Mr. Bakeman lead a discussion regarding options with websites, including making the website interactive and allowing for visitor input as well as potentials for creating email capture. He also noted that the homeowner association currently captures emails and the Board discussed the possibility to simply use HOA as a method of communication. Mr. Bakeman discussed adding dynamic content to the Website. To do this; the website provider FRII would charge an additional \$72.00 a year and the HOA already has captured emails for 300 of 700 homes within the District. Mr. Klever discussed expending the budget line item for website to include website/communications which would include website changes and postcards or mailed communications.

Potential Tree Grants: Mr. Klever presented that he had found a source of two potential tree grants available to the community, but that it would be cost-prohibitive for him to complete the applications. Director Mitchell volunteered to complete those applications and submit for the Board.

FINANCIAL
MATTERS

Claims: Ms. Hunsche reviewed the financial statements and claims for the District.

Following review and discussion, upon motion duly made by Director Lagrave, seconded by Director Fish and, upon vote, unanimously carried, the Board ratified approval of the August claims for check numbers 1993 through 2000, totaling \$20,138.05.

Following review and discussion, upon motion duly made by Director Fish, seconded by Director Lagrave and, upon vote, unanimously carried, the Board approved the September Claims for check numbers 2001 through 2012, totaling \$31,223.98. At the recommendation of Mr. Klever check number 2013 for public official bonds was declined in favor of continuing with crime coverage through the SDA Insurance Pool.

Ms. Hunsche provided an updated cash position sheet and updated property tax receipt schedule to accompany the September 30, 2008 financial statements. Ms. Hunsche reported that due to some abatement there will be reduced amount of collections in 2009, but it will not cause a financial difficulty for the District.

Following review and discussion, upon motion duly made by Director Fish, seconded by Director Lagrave and, upon vote, unanimously carried, the Board approved the September 30, 2008 financial statement as provided.

BUDGET
PUBLIC
HEARING

Director Bellamy opened the public hearing to consider the adoption of the 2009 budget.

Ms. Hunsche led a discussion through the 2009 budget. She reported that each mill of property taxes provides approximately \$21,000 of revenue to Liverpool Metro District. She also reported that in 2010 collections could be affected by reassessments and that a valuation protests could also lower revenue in 2009. The Board discussed the temporary

mill levy reduction option that is available. Attorney Greher reported that although it has not yet happened, the temporary mill levy reduction is something which could be challenged in court under the premise that a repeated temporary reduction is really permanent reduction. So far that remains to be decided and Attorney Greher provided a memo in that regard.

At 5:30 p.m. Director Houck excused herself from the meeting; her departure was acknowledged and excused by the Board.

Resident Tom Borstad asked the Board to consider some of the issues with the pond and drainage on the north side of Fair Avenue. He reported that the pond appears to be filling up with silt and repeatedly has the smell associated with stagnant water. The Board and Mr. Klever discussed with Mr. Borstad that this is a current Southeast Metro Storm Water Authority (SEMSWA) project. Both the Board and the HOA were promised that run off and silt into the pond would be handled by SEMSWA as part of their construction project, but there may be additional silt in the future due to Spectrum Development, so it was discussed that potential dredging of that pond might be held off until both of those projects are complete. However, as a precautionary measure the Board did discuss adding \$10,000 to the ponds maintenance budget. The Board also discussed keeping a contingency of approximately \$8,200 that could also be used for pond maintenance.

At 6:43 p.m. the public comment portion of the budget hearing was closed.

Upon a motion duly made by Director Fish, seconded by Director Lagrave and, upon vote, unanimously carried, the Board adopted the 2009 budget as amended, appropriated expenditures, and certified the mill levy at a total of 23.000 mills, subject to final assessed valuation and any financial recalculations required by Ms. Hunsche.

Ms. Hunsche described the need for an audit in 2008 and presented a proposal from Dawn schilling, LLC who has previously conducted audits for the

District.

Following discussion, upon a motion duly made by Director Lagrave, seconded by Director Fish and, upon vote, unanimously carried, the Board approved the audit proposal from Dawn Schilling, LLC in the amount of \$3,600.00.

Ms. Hunsche described that she had received a number of questions by email from Director Mitchell, and that she believed that all of those issues had been addressed during the course of the meeting.

LEGAL ISSUES

Mr. Klever presented some additional updates on record retention from the office of Collins Cockrel and Cole. The Board requested that this resolution be deferred until the following meeting with the records retention schedule attached. The Board discussed the insurance agency agreement with T. Charles Wilson and directed Mr. Klever to sign the agreement, but requested that the text of it be emailed to Board for additional review. The Board also asked that the Administrative Resolution be included in the next board packet for approval.

BOARD MEMBER
ITEMS

The Board discussed the meetings in 2009 would be held on the third Monday of the month at 4:00 p.m. with the exception of the two walk-through meetings which would be held on the third Monday of the month at 8:00 a.m., with the November meeting being the annual budget hearing.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made by Director Lagrave, seconded by Director Bellamy and, upon vote, unanimously carried, the meeting was adjourned at 7:34 p.m.

Respectfully submitted,

By: _____
Secretary of the meeting

THESE MINUTES APPROVED AS THE OFFICIAL NOVEMBER 17,
2008 MINUTES OF THE LIVERPOOL METROPOLITAN DISTRICT
BY THE BOARD OF DIRECTORS.