

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
DANCING WILLOWS METROPOLITAN DISTRICT
HELD
NOVEMBER 16, 2009

A regular meeting of the Board of Directors of the Dancing Willows Metropolitan District (referred to hereafter as the "Board") was convened on Monday, the 16th day of November, 2009, at 3:00 P.M., at the Community Clubhouse, 11893 W. Long Circle, Littleton, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Charles "Regan" Hauptman, President
Steven G. Knoll
James D. "Don" Walker

Upon motion duly made by Director Regan Hauptman, seconded by Director Knoll and, upon vote, unanimously carried, the absences of Paul "Ron" Hauptman and Bobby Thomas were excused.

Also In Attendance Were:

Lisa A. Johnson and Meric Lallier; Special District Management Services, Inc.

MaryAnn McGeady, Esq.; McGeady Sisneros, P.C.

Douglas R. Edwards; Remington Homes

See attached sign-in sheet for a list of District residents in attendance.

DISCLOSURE 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.

Ms. Johnson noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and

RECORD OF PROCEEDINGS

incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Ms. Johnson noted that all Directors' Disclosure Statements have been filed.

ADMINISTRATIVE MATTERS

Agenda: Ms. Johnson distributed for the Board's review and approval a proposed Agenda for the District's regular meeting.

Following discussion, upon motion duly made by Director Regan Hauptman, seconded by Director Knoll and, upon vote, unanimously carried, the Agenda was approved.

Minutes: The Board reviewed the Minutes of the June 15, 2009 regular meeting.

Following discussion, upon motion duly made by Director Regan Hauptman, seconded by Director Walker and, upon vote, unanimously carried, the Board approved the Minutes of the June 15, 2009 regular meeting.

2010 Meeting Dates: Ms. Johnson reviewed the business to be conducted in 2010 to meet the statutory compliance requirements.

Following discussion, the Board determined to meet on June 21 and November 15, 2010, at 6:30 p.m., at the Community Clubhouse, 11893 W. Long Circle, Littleton, Colorado.

FINANCIAL MATTERS

Claims: The Board considered ratifying the approval of the payment of claims through the periods ending:

	Period Ending July. 20, 2009	Period Ending Aug. 25, 2009	Period Ending Sept. 17, 2009
General Fund	\$ 9,311.01	\$ 5,405.03	\$ 4,787.06
Capital Projects Fund	-0-	-0-	-0-
Total Claims:	\$ 9,311.01	\$ 5,405.03	\$ 4,787.06
	Period Ending Oct. 19, 2009		
General Fund	\$ 4,397.34		
Capital Projects Fund	-0-		
Total Claims:	\$ 4,397.34		

Following discussion, upon motion duly made by Director Regan Hauptman, seconded by Director Knoll and, upon

RECORD OF PROCEEDINGS

vote, unanimously carried, the Board ratified approval of the payment of claims for the periods ending July 20, 2009, August 25, 2009, September 17, 2009 and October 19, 2009.

The Board then considered approval of the payment of claims for the period ending November 16, 2009, as follows:

General Fund	\$ 2,364.01
Debt Service Fund	-0-
Total Claims:	\$ <u>2,364.01</u>

Following review and discussion, upon motion duly made by Director Regan Hauptman, seconded by Director Knoll and, upon vote, unanimously carried, the Board approved the payment of claims for the period ending November 16, 2009.

Financial Statements: Mr. Lallier presented to the Board the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending September 30, 2009.

Following review, upon motion duly made by Director Regan Hauptman, seconded by Director Knoll and, upon vote, unanimously carried, the unaudited financial statements for the period ending September 30, 2009 were accepted.

2009 Audit: The Board discussed the engagement of Simmons & Wheeler, P.C. to perform the 2009 Audit.

Following discussion, upon motion duly made by Director Regan Hauptman, seconded by Director Knoll and, upon vote, unanimously carried, the Board approved the engagement of Simmons & Wheeler, P.C. to perform the 2009 Audit.

2009 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2009 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to

RECORD OF PROCEEDINGS

Amend the 2009 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. There were no comments from the public in attendance and the public hearing was closed.

Following review and discussion, Director Regan Hauptman moved to adopt the Resolution to Amend the 2009 Budget, Director Knoll seconded the motion and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2009 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

2010 Budget: The President opened the public hearing to consider the proposed 2010 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2010 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

Comments from the public were received and addressed and the public hearing was closed.

Mr. Lallier reviewed the estimated 2009 expenditures and the proposed 2010 expenditures.

Following discussion, the Board considered the adoption of the Resolutions to Adopt the 2010 Budget, Set Mill Levies, for the General Fund at 21.000 mills and the Debt Service Fund at 40.000 mills, for a total mill levy of 61.000 mills and Appropriate Sums of Money. Upon motion duly made by Director Knoll, seconded by Director Walker and, upon vote, unanimously carried, the Resolutions were adopted, as discussed and revised, and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2009. Ms. Johnson was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of

RECORD OF PROCEEDINGS

Jefferson County and the Division of Local Government, not later than December 15, 2009. Ms. Johnson was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2010. Copies of the adopted Resolutions are attached to these Minutes and incorporated herein by this reference.

OPERATIONS AND MAINTENANCE

Pool from the Rockies, Inc. Estimate: The Board reviewed and discussed the estimate for a pool cover from Pool from the Rockies, Inc. The Board determined that the District does not have sufficient funds to proceed with this project at this time and the community members in attendance at the meeting voiced their support of this decision.

LEGAL MATTERS

Resolution to Call the May 4, 2010 Regular Election: The Board discussed Resolution No. 2009-11-05 to call the May 4, 2010 Election Appointing Designated Election Official ("DEO") and authorizing the DEO to perform all tasks required for the conduct of a polling place or mail ballot election (the "Election Resolution").

Following discussion, upon motion duly made by Director Regan Hauptman, seconded by Director Walker and, upon vote, unanimously carried, the Board adopted the Election Resolution which appointed Lisa A. Johnson as the Designated Election Official and authorized her to perform all tasks required for the May 4, 2010 Regular Election of the Board of Directors for the conduct of a polling place OR mail ballot election. A copy of the Resolution is attached hereto and incorporated herein by this reference.

Senate Bill 09-087: Ms. Johnson discussed with the Board Senate Bill 09-087 reporting requirements.

Following discussion, the Board authorized posting District information on the SDA and HOA websites, and authorized Special District Management Services, Inc. to prepare and file the GIS map.

Amended and Restated Rules and Regulations: The Board reviewed and considered approval of the Amended and

RECORD OF PROCEEDINGS

Restated Rules and Regulations. It was noted that Remington Homes will mail copies of the Amended and Restated Rules and Regulations to all residents of the District.

Following review and discussion, upon motion duly made by Director Regan Hauptman, seconded by Director Walker and, upon vote, unanimously carried, the Board approved the Amended and Restated Rules and Regulations.

Amendment 54: Attorney McGeady reported that due to a court injunction, the District is not currently required to publicly bid sole source contracts, but that McGeady Sisneros, P.C. will continue to monitor the legal proceedings and notify the Board of any further decisions by the Court.

Service Agreement with Remington Homes: The Board considered ratifying approval of the Service Agreement with Remington Homes.

Following discussion, upon motion duly made by Director Walker, seconded by Director Knoll and, upon vote, carried with Directors Walker and Knoll voting "Yes" and Director Regan Hauptman abstaining, the Board approved the Service Agreement with Remington Homes, subject to final review by counsel.


Punch-List: The Board discussed the final acceptance process. It was noted that the final inspection has not been completed at this time.

ADJOURNMENT

There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

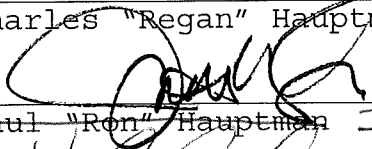
By


Secretary for the Meeting

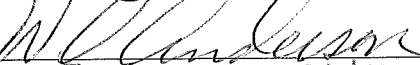
RECORD OF PROCEEDINGS

THESE MINUTES APPROVED AS THE OFFICIAL NOVEMBER 16,
2009 MINUTES OF THE DANCING WILLOWS METROPOLITAN
DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:


Charles "Regan" Hauptman



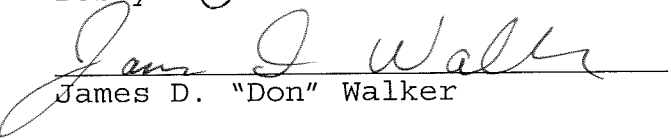
Paul "Ron" Hauptman Judith Grice



~~Steven G. Knoll~~ William A. Anderson



Bobby Thomas



James D. "Don" Walker