

## RECORD OF PROCEEDINGS

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### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE LEWIS POINTE METROPOLITAN DISTRICT

Held: Monday, November 15, 2010 at 11:00 a.m. at 12460 1<sup>st</sup> Street, Eastlake, Colorado, 80164.

#### Attendance

A special meeting of the Board of Directors of the Lewis Pointe Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors confirmed their qualification to serve on the Board:

Scott Carlson  
Ryan Carlson  
Clay Carlson  
Clarke Carlson

Also present were Dianne Miller, Miller Rosenbluth, LLC and Jason Carroll, Clifton Gunderson, LLP. Director Blake Carlson was absent and his absence was excused.

#### Call to Order

Director Scott Carlson noted that a quorum of the Board was present and the Directors confirmed their qualifications to serve.

#### Disclosure Matters

Ms. Miller advised the Board that pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Each Board member confirmed the contents of written disclosures previously made, stating the fact and summary nature of any matters, as required under Colorado law, to permit official action to be taken at the meeting.

Director Scott Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Ryan Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

Director Clay Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests.

## RECORD OF PROCEEDINGS

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Director Clarke Carlson disclosed his interests as an owner of property in the District. This disclosure is associated with approval of items on the agenda that may affect his interests..

Written disclosures of the interests of all of the directors were filed with the Secretary of State prior to the meeting.

### Approval of Minutes

The Board members reviewed the minutes from the meeting which was held on November 2, 2009. Upon a motion of Director Clay Carlson and a second by Director Ryan Carlson, the minutes of the meeting were unanimously approved.

### Public Hearing on 2011 Budget

After discussion of the Board, the Board unanimously approved vacating the 2011 Public Hearing on the Budget.

### 2010 Audit Exemption Resolution

Ms. Miller explained the statutory requirements for filing an audit and requesting an audit exemption and noted that because the District's revenues and expenditures did not exceed \$500,000 in 2010, it could request an exemption from the State Auditor. Upon review and consideration, Director Clay Carlson moved that the resolution be approved. Director Ryan Carlson seconded the motion, and, upon vote, the Board unanimously approved the resolution.

### Consider Declaration of Inactive Status for District and Inactive Status Resolution

Ms. Miller presented the Board with details related to the recent revisions to Sections 32-1-103(9.3) and 32-1-104, C.R.S. allowing for metropolitan districts to go inactive and the Directors discussed having the District go on inactive status. Upon motion by Director Clay Carlson and second by Director Ryan Carlson, the Board unanimously approved the Inactive Status Resolution and directed legal counsel to transmit the necessary notices and take all necessary actions to enable the District to become "inactive," as defined pursuant to C.R.S. § 32-1-103(9.3), unless and until further notice by the Board.

### Approval of Financial Statements and Claims

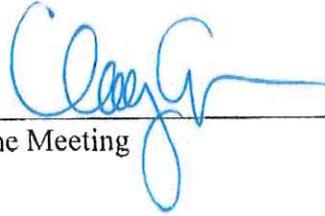
Mr. Carroll presented the Board with updated financial statements and claims for payment. Upon motion by Director Clay Carlson and second by Director Ryan Carlson, the Board unanimously the updated financial statements and claims.

## RECORD OF PROCEEDINGS

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Adjournment

There being no further business to come before the Board the meeting was adjourned. The next regular meeting of the Board is scheduled for Monday, February 7, 2011 at 11:00 a.m.



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Secretary for the Meeting