

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
E-470 POTOMAC METROPOLITAN DISTRICT
HELD
May 24, 2011**

A regular meeting of the Board of Directors of the E-470 Potomac Metropolitan District was held on Tuesday, May 24, 2011 at 12:00 p.m. at 8390 E. Crescent Parkway, Suite 500, Greenwood Village, CO 80111-2814.

Attendance

In attendance were Directors:

Michael P. Vickers
C. Chandler Lippitt
Gary Wiseman
Lorena Espinosa

Also in attendance were:

Bob Blodgett; R.S. Wells L.L.C.
Matt Mendisco; R.S. Wells L.L.C.
Rick Kron; Grimshaw & Harring, P.C.
Janece Soendker; Clifton Gunderson LLP
Melanie Goetz; Hughes & Stuart
David Brehm; Plan West, Inc.
Patty Ortiz; Diverse Project Consultants, LLC
Todd Snidow; George K. Baum
Mitch Chambers; Mulhern, MRE
Bob Schwartz; CBC Metropolitan District Board Member

Call to Order

Director Vickers called the meeting to order at 12:05 p.m.

Disclosures of
Potential Conflicts
Of Interest

The Board disclosed possible conflicts of Interest. No additions were reported.

Discuss Board
Vacancy

No candidates have yet been identified.

Review and Approve
Minutes

Upon a motion by Director Vickers, seconded by Director Wiseman, the Board approved the February 22, 2011 regular meeting minutes as amended.

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Financial Matters

A. Review and Approve 2010 Audit

Ms. Soendker reviewed the Audited December 31, 2010 Financial Statements with the Board. After discussion, upon a motion by Director Vickers, seconded by Director Lippitt, the Board approved the Annual Audit.

B. Review May 17, 2011 Cash Position

Ms. Soendker reviewed the Cash Position with the Board. After discussion, upon a motion by Director Vickers, seconded by Director Lippitt, the Board accepted the Cash Position report. Ms. Soendker noted a new column has been created to track the quarterly CTF revenues.

C. Review/Approve April Claims and Ratify February and March Claims

After discussion, upon a motion by Director Vickers, seconded by Director Lippitt, the Board approved the April claims dated May 23, 2011 represented by check numbers 1446 through 1449 totaling \$14,370.20 and ratified the February and March claims.

D. Status of Dove Ridge HOA Request for Usage of Conservation Trust Funds

No additional requests have been received.

E. 2011 Preliminary Assessed Value for Collection in 2012

Mr. Blodgett reviewed the May 1, 2011 Preliminary Assessed Value Report with the Board. It indicates an assessed value of \$5,000,000. This is an approximate 3% reduction from the 2010 Assessed Value of \$5,100,000. The official 2011 Preliminary AVs will be reported on August 25, 2011.

Manager's Report

A. Status of Request to DOLA Regarding Continued Usage of CTF in the Dove Ridge HOA Community Park

Mr. Blodgett and Mr. Kron reported that DOLA has not yet responded to the District's letter requesting retention of prior CTF expended in the Dove Ridge Community Park and approval to continue to use the CTF in the Dove Ridge Community Park with a public easement over the Park.

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B. Douglas County/Parker Referrals

Mr. Blodgett reported none affect the District.

C. Status of Link to Dove Ridge HOA Website

Mr. Mendisco reported that the link is in place.

D. Status of Inclusion Agreement with PWSD

At 12:25 p.m. the Board began a joint meeting with the Compark Business Campus Metropolitan District to discuss the status of the Inclusion Agreement with the Parker Water and Sanitation District ("PWSD"). Mr. Chambers provided an update on the Inclusion Agreement and election process. He reported it is anticipated that the PWSD mill levy can be reduced from 14.9 mills to approximately 11.0 mills, prior to reassessment, on January 1, 2012.

He reported that the WISE project has changed slightly. The costs are being reevaluated by Parker to ensure that the cost comparison between Stonegate Village Metropolitan District ("SVMD") "going it alone" and including in the PWSD are still valid. He hopes to have this within the next two weeks.

Mr. Chambers reported that SVMD has hired Mr. Jason Mumm, of Stepwise and also SAIC, to perform a Peer Review of the modeling of future costs for SVMD alone versus the cost with the inclusion of the four districts into PWSD.

Mr. Chambers reported that he needs to know within the next two weeks what the future fees will be within Potomac and Compark as of January 1, 2012. SVMD intends to place a water and sewer bill calculator on their website so that residents may calculate their estimated water and sewer costs with or without the inclusion.

Mr. Chambers reported again that the reason this consolidation is being pursued is to achieve economies of scale by having a larger district with approximately 5,000 additional units in addition to the number of homes already within PWSD.

After discussion, it was decided that a continued regular meeting would be held on Tuesday, June 7, 2011 at 3:00 p.m. This will be a joint meeting between E-470 Potomac and Compark to further discuss the details of the potential inclusion into PWSD.

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Attorney's Report None

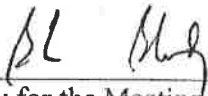
Director's Items A. Confirm Quorum for August 23, 2011 Board Meeting

A quorum was confirmed for August 23, 2011.

Other Items None

Adjournment Upon a motion by Director Vickers, seconded by Director Lippitt, the Board continued the meeting to Tuesday, June 7, 2011 at 3:00 p.m. at Clifton Gunderson LLP.

Respectfully submitted,



Secretary for the Meeting