MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CONSOLIDATED BMR METROPOLITAN DISTRICT HELD April 12, 2011

A special meeting of the Board of Directors of the Consolidated BMR Metropolitan District was held on Tuesday, April 12, 2011 at 7:55 p.m. at Med Ved AutoPlex (Ford Bldg.) located at 1404 South Wilcox Street, Castle Rock, Colorado 80104. The meeting was open to the public.

Attendance

In attendance were Directors:
Jeanne Dassel
Alan Cobb
Bob Brabec
Russell Grant
Kirk Fischer

Residents and others in attendance:
Ron Bulmer
Al Hawkins
Bob Zimmerman
Lynn Norwood

Also in attendance:
Tim Flynn, Esq.; Collins Cockrel and Cole
John Simmons, Simmons & Wheeler, P.C.
Howard McCarthy; Tetra Tech
Jeff Sucher; Treatment Technology, Inc.
Bob Blodgett;R.S. Wells, LLC
Phillip Sack, Tetra Tech

Call to Order

Director Dassel called the meeting to order at 7:50 p.m. and verified a quorum.

Conflicts of Interest

Mr. Flynn reported that all of the Directors had previously filed Disclosure of Potential Conflict of Interest Statements with the Board and with the Secretary of State in accordance with statutory requirements. Such conflicts arise because each Director is also a Director on the Consolidated Bell Mountain Ranch Metropolitan District. The Consolidated Bell Mountain Ranch Metropolitan District has entered into and may from time to time enter into additional agreements with the BMR Metropolitan District. Director Brabec disclosed that in addition to the foregoing he sits on the Board of Directors of the Bell Mountain Ranch Homeowners Association.

All Disclosures of Potential Conflict of Interest Statements, whether filed for this meeting or previously filed are deemed

continuing in nature and are incorporated into the record of this meeting. All Directors stated that the participation of at least three of them in the meeting was necessary to obtain a quorum of the Board or otherwise enable the Board to act.

After each Director had summarily stated for the record the fact and nature of his or her respective private interest and stated that the determination to participate in voting or take any other action on any contract or other matter in which he or she may have a private interest would be made in compliance with Section 24-18-201(1)(b)(V), C.R.S., on an *ad hoc* basis, the Board turned its attention to the remaining agenda items.

Approval of Agenda

Director Dassel recommended that three items be added to the Director Action Discussion Items. Item E – April 22-23, 2011 Real Estate Brokers Open House trail ride; Item F – Vandalism and Theft; Item G – Chip and Seal.

Upon a motion duly made by Director Brabec, seconded by Director Fischer and, upon vote, unanimously carried, the Board approved the agenda as amended.

Manager's Report

A. Review and Consider Approval of Minutes for March 1, 2011 Special Meeting

After discussion, and upon a motion duly made by Director Brabec, seconded by Director Cobb and, upon vote, unanimously carried, the Board approved the March 1, 2011 Special Meeting Minutes as amended.

B. Review 2010 Draft Audit

Mr. Simmons reviewed highlights of the 2010 Audit. Following discussion, Director Dassel asked that the Board review the audited financial statements and provide comments to Director Cobb. Director Cobb will forward these comments to Mr. Simmons. The audit was tabled for review and approval at the May board meeting.

C. Review February 28, 2011 Financial Statements

Mr. Simmons reviewed the financial statements with the Board. After discussion, and upon a motion duly made by Director Fischer, seconded by Director Grant and, upon vote, unanimously carried, the Board approved the February 28, 2011 Financial Statements as submitted.

D. Review and Consider Approval of Claims for March 2011 Represented by Checks Number 2353 through 2358, Totaling $15,881.52

Following review and discussion and, upon a motion duly made by Director Brabec, seconded by Director Grant and, upon vote, unanimously carried, the Board approved the March 2011 claims represented by check numbers 2353 through 2358 totaling $15,881.52 with the addition of an IREA direct pay in the amount of $98.10 for total claims in the amount of $15,979.62.

E. Review and Consider Approval of Cash Position Report as of April 12, 2011

Mr. Simmons reviewed the Cash Position Report with the Board. After discussion, and upon a motion duly made by Director Cobb, seconded by Director Brabec and, upon vote, unanimously carried, the Board approved the Cash Position Report as of April 12, 2011.

Director Action Discussion Items

A. Lot 98 Driveway Permit and Access Issues

Deferred to May 2011 board meeting.

B. Property Owner Suggestion to Remove The Large Rocks From The Bell Mountain Drive Median

Deferred to May 2011 board meeting in the absence of the homeowner's presence.

C. Evacuation Plan

Deferred to May 2011 board meeting.

D. Colorado Agricultural Leadership Foundation Donation

After discussion, and upon a motion duly made by Director Brabec, seconded by Director Cobb and, upon vote, unanimously carried, the Board approved a donation of $250 to the Colorado Agricultural Leadership Foundation.

E. April 22-23, 2011 Real Estate Broker's Open House and Trail Ride

Director Dassel reported she wanted the District and residents to be aware of this. The brokers will sign the necessary waivers to use the District's trails.

F. Vandalism and Theft

Director Dassel reported there was arson in the gravel pit along I-25 adjacent to the District at the southwest corner. She was concerned about potential fire danger to the rest of the ranch. This is information for homeowners' use.

G. Chip and Seal

Director Grant reported he will obtain proposals for the chip and seal contract work for 2011. Upon a motion duly made by Director Fischer, seconded by Director Cobb and, and upon vote, unanimously carried, the Board authorized Director Grant to prepare the RFP and take bids for the work which will consider all factors including experience and qualifications as well as the actual bid price.

Attorney Items

A. Approve Indemnification Resolution

Tabled to the May 2011 board meeting.

B. Approve Improvement Survey Plat for Tracts O-2, O-3, F-1, C, E, P and U

After discussion, and upon a motion duly made by Director Brabec, seconded by Director Cobb, and, upon vote, unanimously carried, the Board approved the Improvement Survey Plat for Tracts O-2, O-3, F-1, C,E, P and U, subject to final attorney review and clearance of exceptions.

Community Comments

None

Adjournment

Upon a motion duly made by Director Cobb, seconded by Director Brabec and, upon vote, unanimously carried, the Board adjourned the meeting at 8:20 p.m.

The foregoing minutes were approved by the Board of Directors on the 3 day of May, 2011.

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

Respectfully submitted,

Secretary for the Meeting