

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE CONSOLIDATED BMR METROPOLITAN DISTRICT HELD March 1, 2011

A special meeting of the Board of Directors of the Consolidated BMR Metropolitan District was held on Tuesday, March 1, 2011 at 6:00 p.m. at Lowell Ranch located at 2330 South I-25, 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:

Jack Shiker
Ron Bulmer

Also in attendance:

Tim Flynn, Esq.; Collins Cockrel and Cole
Howard McCarthy; Tetra Tech
Jeff Sucher; Treatment Technology, Inc.
Chuck Reid, Bob Blodgett; R.S. Wells, LLC

Call to Order

Director Cobb called the meeting to order at 6:00 p.m. and verified a quorum. Director Cobb served as acting President of the board meeting.

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.

RECORD OF PROCEEDINGS

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

Following discussion and, upon a motion duly made by Director Cobb seconded by Director Brabec and, upon vote, unanimously carried, the Board approved the agenda with the following revisions: Remove 5C - Financial Statements and add 2010 Audit Status Report as Directors' Items A.

Recognition of Chuck Reid

The Board thanked Mr. Reid for his service to the CBMR District and BMR Metropolitan District for the past four years. Mr. Reid expressed his appreciation for the opportunity to work with the Board and contribute to their many accomplishments during the past few years.

Administrative Matters

- A. Review and Consider Approval of Minutes for February 8, 2011 Special Meeting

Upon a motion duly made by Director Brabec, seconded by Director Fischer and, upon vote, unanimously carried, the Board approved the February 8, 2011 Special Meeting Minutes as submitted.

- B. Review and Consider Approval of Claims for February 2011, Represented by Check Numbers 2345 through 2352, Totaling \$19,339.37

Following review and discussion and, upon a motion duly made by Director Dassel, seconded by Director Grant and, upon vote, unanimously carried, the Board approved the February 2011 claims represented by check numbers 2345 through 2352 totaling \$19,339.37.

- C. Review and Consider Approval of Current Financial Statement as of March 1, 2011

This item was removed from the Agenda, as the statements were not yet ready.

RECORD OF PROCEEDINGS

Discussion
Items

None.

Action Items

None.

Director Items

A. 2010 Audit Status Report

Director Cobb reported that the 2010 audit has commenced for both districts as of Friday, February 25, 2011. The Consolidated BMR Metropolitan District audit will be performed first followed by the BMR Metropolitan District.

Attorney Items

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

Mr. Flynn reported he was able to convince the title company to delete one of the exceptions on the plat. He will present the final survey for approval by the Board at the April 12, 2011 meeting.

B. Director's Indemnification Resolution

Mr. Flynn reported this would be presented at the April 12, 2011 board meeting.

Community
Comments

Mr. Shiker reported that the Starburst Circle street sign is still missing.

Adjournment

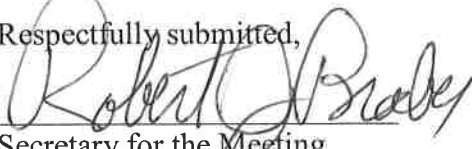
Upon a motion duly made by Director Brabec, seconded by Director Dassel and, upon vote, unanimously carried, the Board adjourned the meeting at 6:08 p.m.

Director Brabec will confirm the location of the April 12, 2011 board meeting. Lowell Ranch will most likely not be available. The regular meeting of April 5, 2011 is cancelled.

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