RECORD OF PROCEEDINGS

MINUTES OF A RECONVENED SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DANCING WILLOWS METROPOLITAN DISTRICT HELD MARCH 10, 2013

A special meeting of the Board of Directors (referred to hereafter as the "Board") of the Dancing Willows Metropolitan District (referred to hereafter as the "District") was reconvened on Sunday, the 10th day of March, 2013, at 2:00 P.M., at the Community Clubhouse, 11893 W. Long Circle, Littleton, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:
James D. "Don" Walker
Bobby Thomas
William A. Anderson
William A. Bristol
Robert "Lee" Jennings

Also In Attendance Were:
See attached sign-in sheet for additional attendees.

DISCLOSURE OF POTENTIAL CONFLICTS OF INTEREST

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.

It was noted that a quorum was present and members of the Board were asked to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and such disclosures will be incorporated for the record along with those applicable disclosures made by the Board members prior to this meeting in accordance with the statute.

It was noted that Director Bristol has a personal relationship with Stillwater Community Management, LLC. His son and daughter in-law, Scott and Holly Bristol, are owners and employees of Stillwater Community Management, LLC. It was also noted that the District entered into a Service Agreement for Clubhouse Management with Stillwater Community Management, LLC dated January 7, 2011. Director Bristol does not feel that this relationship constitutes a conflict of interest.

Director Jennings disclosed his position as a board member on the Dancing Willows Patio Homes Homeowners Association.

ADMINISTRATIVE MATTERS

Agenda: Certain items were not listed on the March 10, 2013 reconvened special meeting Agenda for Board action and, although listed in these Minutes as approved by the Board, will be added to the next meeting Agenda for ratification.

OPERATIONS AND MAINTENANCE

Budget Committee Reports: Director Bristol distributed notebooks which contained the reports from the budget committees. The initial committee reports were attached to the March 4, 2013 meeting minutes.

Service Agreement for Pool and Spa Maintenance between the District and Apollo Aquatics, Inc.: The Board entered into discussion regarding a Service Agreement for Pool and Spa Maintenance between the District and Apollo Aquatics, Inc.

Following discussion, upon motion duly made by Director Anderson, seconded by Director Thomas and, upon vote, unanimously carried, the Board approved the Service Agreement for Pool and Spa Maintenance between the District and Apollo Aquatics, Inc.

Asphalt Testing and Request for Proposals ("RFP") for Repairs: Director Bristol reviewed with the Board a proposal from Associated Engineering Consultants, Inc. for asphalt testing and development of RFP for repairs. The Board discussed an amount of $3,500 for testing and recommendations and $1,000 for specifications and development of an RFP. Director Thomas also recommended CTL/Thompson and JA Caesar as other candidates. No action was taken by the Board at this time.

2013 Repair and Maintenance Budget: Director Bristol presented to the Board a revised Repair and Maintenance Budget with projections for years 2013 through 2016.

Pool and Clubhouse Budget: The first budget to be reviewed was for the pool and clubhouse. The Board discussed the recommended purchase of 5 chaise lounge chairs for a total of $770, 5 standard pool chairs for a total of $400 and pool repairs (re-plumb the pool boiler, install louvered vents in the door, convert the pool/spa fill lines and eliminate the deckside fills) by Apollo Aquatics, Inc. for $2,800. They also discussed the recommended purchase of items for the clubhouse including two plastic folding tables for $84, 16 chairs for $1,600 and 40 chairs and a cart for $900.

Following discussion, upon motion duly made by Director Anderson, seconded by Director Thomas and, upon vote, unanimously carried, the Board approved the pool and clubhouse items as listed above.

Following additional discussion, upon motion duly made by Director Thomas, seconded by Director Jennings and, upon vote, unanimously carried, the Board approved an expenditure of $150, quarterly, for cleaning the clubhouse by a professional service.

Landscape, Water and Snow Removal Budget: The Board then reviewed the budget for landscaping. The Board discussed the need for $100 for annual flowers, $3,500 for the replacement of plants at the pool and clubhouse and $2,000 for 4 evergreen trees.

Following discussion, upon motion duly made by Director Thomas, seconded by Director Jennings and, upon vote, unanimously carried, the Board approved the landscaping items as listed above.

Monuments and Fences Budget: The Board reviewed the monuments and fences budget. Director Walker suggested that the Board should explore other options for the entry monuments if they were to be torn down due to settling and cracking. A comment from the public was noted that the Board should ask Remington Homes to remove their signage as the development was almost completely sold. A homeowner stated interest in providing a recommendation for a company for fence bids and was encouraged to give the name to Director Jennings after the meeting. Chuck Danford, a District resident, volunteered to assist the Monument and Fences Committee.

The Board then discussed a proposal from Sturgeon Electric Company, Inc. for electrical services related to the monument, in the amount of $3,927.

Following discussion, upon motion duly made by Director Anderson, seconded by Director Bristol and, upon vote, unanimously carried, the Board approved the proposal from Sturgeon Electric Company, Inc. for electrical services related to the monument, in the amount of $3,927.

Streets, Sidewalks and Under Drains: The Board determined to defer discussion on the streets budget items until an engineering report could be obtained. However, the Board felt the annual crack seal should be entertained as soon as possible and perhaps in conjunction with Remington Homes' work around the townhomes north of Ida Avenue and east of Union Court.

The Board then entered into discussion regarding sidewalk repairs, but no action was taken at this time.

The Board entered into discussion regarding storm sewers and drains and considered approval of the cleanout of the discharges.

During discussion, Director Bristol updated various Budget proposals until agreement was reached and upon motion duly made by Director Anderson, seconded by Director Bristol and, upon vote, unanimously carried, the Board approved the sixth iteration of the Repair and Maintenance Budget, which is attached hereto and incorporated herein by this reference, which represents the next four years of a 20-year plan, yet to be formalized.

Insurance: The Board entered into discussion regarding insurance matters. The Board determined to ask the three HOAs to contribute to additional costs to provide waivers of subrogation to each HOA.

Other Matters: The Board discussed the need for a portable fire extinguisher in the clubhouse and considered making a rule that no candles were to be allowed in the clubhouse. No action was taken by the Board at this time.

The Board also discussed that the committees must work with quotes they had and have any bills submitted to Special District Management Services, Inc. ("SDMS"). The Board determined to request SDMS to assist with other items, also.

OTHER BUSINESS

Next Meeting Date: The Board entered into discussion regarding the date of the next Board meeting. The Board agreed to meet sometime in mid-April to follow up with discussions for various committee work.

Resignation of Director: Director Walker announced his resignation to the Board. No action was taken to acknowledge his resignation at this time.

ADJOURNMENT

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

Respectfully submitted,

By _____
Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL MARCH 10, 2013 MINUTES OF THE DANCING WILLOWS METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:

Bobby Thomas

William A. Anderson

William A. Bristol

Robert Lee Jennings

DANCING WILLOWS METROPOLITAN DISTRICT

SIGN-IN SHEET FOR MARCH 4, 2013

Please ***print*** your name, address and phone number, and the issue(s) you are interested in addressing at this meeting.

NAME	ADDRESS (Postal and Email)	TELEPHONE	ISSUES TO BE ADDRESSED
Stephanie Solich	5807 S. Vivian Way sasolich@aol.com	3-478-0576	Question regarding if I requested Stan additional sidewalk - I do not
JOSEF & ANNA OED	5834 S. VIVIAN STR.	303-674-8129	CRACKS IN DRIVEWAY/WALKS
Barbara Bergonz	5791 S Van Gordon Ct	319738596	~~[illegible]~~
Kathy Capriotti	5794 S. Vivian St	3/~~[illegible]~~ 627-4435	
Pat Keller	5728 S. Van Gordon St	3/619-4771	
Terry Raiton	5825 S Vivian St.	3-278-3400	
Karen Kaseman	12311 W. Ida Place	3-237-0199	
Bob Knickerbocker	5726 S Urban Ct	3 797 3027	
Randy & Ellie Williams	5787 S. Urban Ct	3903-2224	
JAN WALKER	12095 W. Ida Pr	303-972-4381	

DANCING WILLOWS METROPOLITAN DISTRICT

SIGN-IN SHEET FOR MARCH 4, 2013

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NAME	ADDRESS (Postal and Email)	TELEPHONE	ISSUES TO BE ADDRESSED
Bill Bristol	Wabristol@COMCAST.NET 5826 S Urban Ct	303 274 1940	
Kay Anderson	11995 West Ida Drive	303-972-8167	
Carol Swomley	5811 S. Union Terrace	303-979-9158	
Bill + Linda Clore	5700 S Van Gordon Ct	303-423-6593	
Jim Rita McCall	5780 S. Van Gordon Ct	720-524-7170	
Don Wollenzin	5837 S Urban Ct	303-910-8937	
Don Banghard	11955 W Ida Dr	3039859742	
Bobby Thomas	12145 W. Ida Dr.	3039059719	
Diane Clayton	11952 W. Long Cir	720-287-3853	
Diane Smaldone	11923 W. Long Cir.	303-953-9571	
Judy Jennings	5721 So. Van Gordon Way	3/770-3577	
[illegible]	11972 W. Long Cir	3-598-3714	

DANCING WILLOWS METROPOLITAN DISTRICT

SIGN-IN SHEET FOR MARCH 4, 2013

Please ***print*** your name, address and phone number, and the issue(s) you are interested in addressing at this meeting.

NAME	ADDRESS (Postal and Email)	TELEPHONE	ISSUES TO BE ADDRESSED
Emily Roberts	11952 W. Long Cir #203 emilymarie.roberts@gmail.com	719-299-4984	
~~DIANE CLAYTON~~	11952 W. L.C. #102 DI4SC@aol.com		
Irene Jakstas	11952 W. Long Cir #104 irenejakstas@gmail.com	303-503-5160	
OK ~~Linda Wittke~~	11975 W. Long Circle #101 llwittke@gmail.com		
~~Carol Stormley~~	5811 S. Union Ter. cdstormley		
PEG WIETHARN	11952W LONG CIR #204	412 259-8444	DOG POOP COLLECTION STATIONS
Terry Ralton	5825 Vivian ST	303 278-3406	
David Jennings	5725 S. UNION LANE	303-521-0558	
GREG & SUSAN ROOT	5730 S VAN GORDEN WAY		
Donna Thomas	12145 W Ida Drive	3)601-3484	
Terry Stearns	5731 S. Van Gordon Way		
CHUCK DANFORD	12340 W. GOULD PL.	3/758-9090	

Dancing Willows Metropolitan District
Repair and Maintenance Budget

Description	Proposed Total	2013	2014	2015	2016	Budgeted Total
Pool and Clubhouse						
Pool						
Paint Fence around Pool and Clubhouse	3,050				3,050	3,050
Paint Pergola	3,000			3,000		3,000
Pool Covers (2)	6,680		6,680			6,680
Chaise Lounges (5/yr)	1,540	770	770			1,540
Standard Chairs (5/yr)	800	400	400			800
Caulk expansion joint	1,300		1,300			1,300
Plumbing Boiler	2,800	2,800				2,800
Clubhouse						-
Painting interior	5,000			5,000		5,000
2 Plastic Tables Walmart	84	84				84
16 Chairs Office Liquidators	1,600	1,600				1,600
40 folding chairs and cart	900	900				900
Window Tinting	1,000		1,000			1,000
Awning	15,826				15,826	15,826
Subtotal Pool and Clubhouse	43,580	6,554	10,150	8,000	18,876	43,580
Landscape Improvements						-
Annuals at Bowles Entrances	100	100				100
Replace Plants at Pool and Clubhouse	8,500	3,500		2,500	2,500	8,500
4 Evergreens west of Bowles/Union Entrance	2,000	2,000				2,000
Traffic Circle (Keeson Plan)	12,377		12,377			12,377
Bowles Entrances						-
West	14,539			14,539		14,539
East	1,277			1,277		1,277
Taft	6,769			6,769		6,769
Subtotal Landscape Improvements	45,562	5,600	12,377	25,085	2,500	45,562
Fence and Monuments						-
Replace S Union Monuments	27,000		27,000			27,000
Electrical Union and Taft	3,927	3,927				3,927
Repair and Stain Fence	12,155	12,155				12,155
Subtotal Pool and Clubhouse	43,082	16,082	27,000	-	-	43,082
Roads						
Engineering Study	4,500	4,500				4,500
Remove and Replace Road Damage	15,574	15,574				15,574
Annual Crack Seal	16,000	4,000	4,000	4,000	4,000	16,000
Transition Crack Seal	25,000	12,000	4,500	4,500	4,000	25,000
Seal Coat	30,000			30,000		30,000
Subtotal Roads	91,074	36,074	8,500	38,500	8,000	91,074
Sidewalk	55,000	15,000	15,000	15,000	10,000	55,000
						-
Sewers and Drains						-
Inspect, evaluate and cleanout discharges	500	500	-	-	-	500
Legal Church Runoff	-	-				-
Subtotal Sewers and Drains	500	500	-	-	-	500
						-
Grand Total	278,798	79,810	73,027	86,585	39,376	278,798
Fund Balance						
Beginning Cash		48,777	40,970	53,511	66,298	48,777
General Fund Receipts		190,622	219,714	237,543	242,336	890,215
Developer Receivable		7,620				7,620
Light Pole Receivable		4,000				4,000
Operating Expense		(130,239)	(134,146)	(138,171)	(142,316)	(544,871)
R&M Available Funds		120,780	126,538	152,883	166,318	405,740
Repair and Maintenance Expenditures		(79,810)	(73,027)	(86,585)	(39,376)	(278,798)
Ending Cash		40,970	53,511	66,298	126,942	126,942

Move awning back to 2016, traffic circle up to 2014 and Bowles entrances back to 2015
Add Engineering study in 2013
Inspect, evaluate and minor maintenance of storm sewers in 2013