

**MINUTES OF THE REGULAR MONTHLY MEETING
OF THE BOARD OF DIRECTORS
OF THE TABERNASH MEADOWS WATER AND SANITATION DISTRICT**

TMWSD Water Plant, 729 County Road 5141, Tabernash, Colorado
March 22, 2010
6:30 p.m.

1. DIRECTORS PRESENT:

Irene Cooke, President
Molly Lipke, Secretary/Treasurer
Susan Koeneke, Director
Marilyn Hajicek, Director, via teleconference
Lee Reynolds, Director

2. PUBLIC IN ATTENDANCE:

Dick Sprague

3. STAFF/CONSULTANTS PRESENT:

Lauralee Kourse, Manager/Operator
Cindy Greiner, Administrative Staff
Donette Schmiedbauer, District Accountant
Georgia Noriyuki, District Legal Counsel
Tom Bishop, Bond Underwriter with D. A. Davidson

The meeting was called to order at 6:30 p.m.

4. DISCLOSURES: There were no disclosures presented at this meeting.

5. FINANCIAL REPORT: Donette Schmiedbauer presented the financial report through February 28, 2010. Donette explained to the Board that an error was made in the 2010 budget. The \$28,000 in health insurance costs was missed by mistake. The options to correct the error are to do a supplemental budget or use the deferred maintenance (contingency) line item for the health insurance amount. The Board decided to do a supplemental budget for approval at the next meeting. The check register was presented for review. The Board member's PERA membership and contributing to an IRA were discussed. Donette will research further. See Action Item 11a.

6. BOND REFINANCE: Donette shared her thoughts on the bond refinance proposal and reviewed the scenario if the Board does not refinance. Current homeowners would have to cover the debt and there would be no cash reserve.

Tom Bishop arrived at 7:02 p.m.

Tom Bishop discussed the bond refinance offer that is on the table. Tom reviewed the Board's goals: getting into the market as soon as possible and determine the interest rates, amortize debt, extending the payments, and keeping the mill levy manageable. Local banks do not like to buy long bonds. Tom shared a couple of examples of banks in Denver. The Millennium Bank foreclosure and the District's credit caused the banks to pull away. These banks are more conservative and more interested in working in the Denver area. The next option is to look at mutual fund buyers. Only one buyer agreed to buy the bond with the District's terms but with a 7 1/8th percent interest rate. The higher interest rate affects the mill levy. In the tenth year the bond is callable and can be renegotiated with no penalty. Questions from the Board were discussed. A variable rate option with Vectra Bank was also discussed. The rate can change every five years. The refinance fees were discussed along with waiting until September to refinance.

Tom said that the decision on this offer needs to be made tonight. Confirmation will happen tomorrow. Resolutions will be signed on Wednesday and the closing will happen next Wednesday. The Board requests some time to discuss the offer. Tom may be able to extend by a day or two. Tom recommends the Board take this offer.

Tom Bishop and Dick Sprague stepped out of the meeting at 7:53 p.m.

7. **EXECUTIVE SESSION:** Upon a motion by Susan Koeneke, seconded by Lee Reynolds, the Board unanimously approved moving into Executive Session for the purpose of discussing the bond refinance with the District's Legal Counsel. The Board moved into Executive Session at 7:53 p.m. The Board returned from Executive Session at 8:04 p.m.

Tom Bishop and Dick Sprague rejoined the meeting at 8:06 p.m.

The Board asked Tom for some further clarifications to the current offer. See Action Item 11b.

The Board discussed needing a quorum to attend the meeting on Wednesday. The meeting will be held at 4:00 p.m. on Wednesday, March 24, 2010.

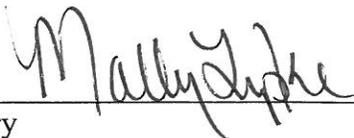
Tom left the meeting at 8:28 p.m.

8. **LAKESIDE LOTS LISTING:** Relisting the Lakeside lots with Century 21 was discussed. The current listing expires March 26, 2010. At this time, the Board is not relisting with Century 21. Irene would be in favor of giving Leah Bishop an opportunity for the listing. LL will make the decision as the District Manager.

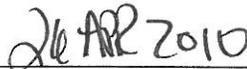
9. **MINUTES APPROVED:** Upon a motion by Lee Reynolds, seconded by Susan Koenke, the Board voted unanimously to approve the Minutes of the February 22, 2010, meeting as presented.
10. **MANAGER'S REPORT:** LL is moving forward with the preliminary engineering review to try to get some ARA money for the drying beds.
11. **ACTION ITEMS:**
- a. Upon a motion by Lee Reynolds, seconded by Susan Koenke, the Board voted unanimously to approve the expenditures as presented.
 - b. Upon a motion by Molly Lipke, seconded by Marilyn Hajicek, the Board voted unanimously to authorize Tom Bishop to offer these bonds at an interest rate of 7 1/8 percent substantially in the form as described by the PLOM, and to continue this meeting to Wednesday, March 24, 2010, for final consideration and acceptance of this offer.
12. **ADJOURNMENT:** There being no further business, upon a motion by Molly Lipke, seconded by Susan Koenke, the Board voted unanimously to adjourn the meeting at 8:38 p.m with the understanding that the meeting will be continued to Wednesday, March 24, 2010, at 4:00 p.m. At least three Board members need to attend the meeting.

The next Board meeting is scheduled for April 26, 2010, at 6:30 p.m. at the TMWSD Water Plant.

Secretary



Date



**MINUTES OF THE MARCH 24, 2010 BOARD MEETING
A CONTINUATION OF THE
MARCH 22, 2010
REGULAR MONTHLY MEETING
OF THE BOARD OF DIRECTORS
TABERNASH MEADOWS WATER AND SANITATION DISTRICT**

TMWSD Water Plant, 729 County Road 5141, Tabernash, Colorado

March 24, 2010
4:00 p.m.

1. DIRECTORS PRESENT:

Irene Cooke, President
Molly Lipke, Secretary/Treasurer
Marilyn Hajicek, Director, via teleconference
Lee Reynolds, Director

2. STAFF/CONSULTANTS PRESENT:

Lauralee Kourse, Manager/Operator
Ken Guckenberger, Bond Counsel Representative Kutak Rock

3. CALL TO ORDER:

Irene Cooke called the meeting to order at 4:00 p.m. This meeting of March 24, 2010 being a continuation of the board meeting of Monday the 22nd of March, 2010.

4. DISCLOSURES: There were no disclosures presented at this meeting.

5. REFINANCING OF GENERAL OBLIGATION BOND DEBT.

Ken Guckenberger of Kutak Rock, District Bond Counsel, presented the 2010 Bond Resolution and supporting documents for final consideration and acceptance by the Tabernash Meadows Water and Sanitation District. The following list details these documents and certificates for review, approval and signature:

DOCUMENTS AND CERTIFICATES

1. Debt Service Schedule
2. Bond Resolution
3. Indenture of Trust
4. Escrow Agreement (including as an exhibit the accountant's verification report)
5. Preliminary Limited Offering Memorandum
6. Bond Purchase Agreement
7. Limited Offering Memorandum
8. Specimen Bond
9. Continuing Disclosure Undertaking
10. Omnibus Certificate
11. Tax Compliance Certificate
12. Form 8038-G with evidence of filing with Internal Revenue Service
13. Certificate of Trustee and Escrow Agent
14. DTC Blanket Letter of Representations
15. Colorado Division of Securities Exemption from Registration
16. Consent of Simmons & Wheeler, P.C. regarding cash flows
17. Division of Local Government Form 32
18. Underwriter's Closing Memorandum
19. Delivery Certificate and Cross Receipt

- 20. Opinion of Bond Counsel
- 21. Letter of Kutak Rock regarding Limited Offering Memorandum
- 24. Opinion of Underwriter's Counsel and reliance letter thereto
- 23. Opinion of District Counsel

11. **ACTION ITEMS:**

unanimously
The Board of Directors approved the 2010 General Obligation Bond Resolution as attached and authorized Irene Cooke (President) and Molly Lipke (Secretary/Treasurer) to sign the legal documents detailed above. The resolution approved the refinancing of \$3,800,000 Bond Debt as detailed in the Indenture of Trust.

12. **ADJOURNMENT:** There being no further business, upon a motion by Molly Lipke, seconded by Lee Reynolds, the Board voted unanimously to adjourn the meeting at 5:00 p.m.

The next Board meeting is scheduled for April 26, 2010, at 6:30 p.m. at the TMWSD Water Plant.

Secretary

Molly Lipke

Date

26 APR 2010