

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TRAILMARK METROPOLITAN DISTRICT HELD NOVEMBER 10, 2011

A special meeting of the Board of Directors of the TrailMark Metropolitan District (referred to hereafter as "Board") was held on Thursday, November 10, 2011 at 6:30 p.m., at the TrailMark Learning Center, 9743 South Carr Way, Littleton, Colorado. This meeting was open to the public.

ATTENDANCE

The special meeting of the Board of Directors of the TrailMark Metropolitan District was called and held, as shown, in accordance with Colorado law. The following directors were present:

Michael Rogers
Catherine LaClair
Sherman Steed
Richard Handley
Jack Parsons

Also present were:
Cathy Noon; Community Resource Services
Members of the Community

CALL TO ORDER

Director Rogers called the meeting to order at 6:33 p.m. Introductions of the Board and community members were made.

ADMINISTRATIVE ITEMS

Agenda: Ms. Noon presented the Board with the proposed agenda. Upon a motion by Director Steed and a second by Director Handley, the Board voted unanimously to approve the agenda as presented.

Minutes: The minutes of the October 18, 2011 Regular Board meeting were presented to the Board. Upon a motion by Director Steed and a second by Director LaClair, the Board voted unanimously to approve said minutes as presented.

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FINANCIAL ITEMS

Review and Approve Payment of Claims: After review, upon a motion by Director Steed and a second by Director Handley, the Board voted unanimously to approve the claims as presented.

Review Cash Position: Ms. Noon reviewed the cash position with the Board for the period ending November 2, 2011 and the Board accepted the cash position as presented.

Financial Statements: Ms. Noon reviewed the financial statements dated October 31, 2011. After review, the Board accepted the financial statements as presented.

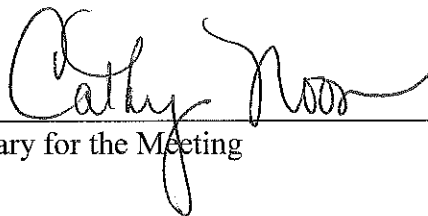
Public Hearing to Adopt 2012 Budget, Appropriate Expenditures and Certify the Mill Levy: Director Rogers opened the Public Hearing at 6:42 p.m. Ms. Noon presented the proposed budget. The Board answered questions from the public and closed the public hearing at 7:04 p.m. Upon a motion by Director LaClair and a second by Director Handley, the Board voted unanimously to adopt the 2012 budget, appropriate expenditures and certify the mill levy at 35.000 mills.

2011 Audit Engagement Letter from Schilling & Company – Ms. Noon presented the engagement letter from Schilling & Company to conduct the 2011 audit. Upon a motion by Director Handley and a second by Director Parsons, the Board voted unanimously to approve Schilling & Company to conduct the 2011 audit for an amount not-to-exceed \$ 4,900.

ADJOURNMENT

There being no further business to come before the Board, upon motion duly made by Director Steed, seconded by Director Handley, and passed unanimously, the meeting was adjourned at 7:12 p.m.

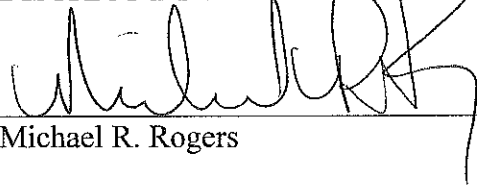
Respectfully submitted,



Secretary for the Meeting

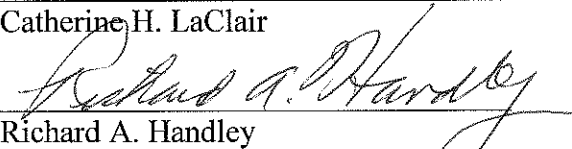
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THESE MINUTES ARE APPROVED AS THE OFFICIAL NOVEMBER
10, 2011 MINUTES OF THE TRAILMARK METROPOLITAN
DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:

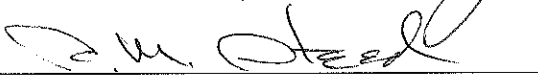


Michael R. Rogers

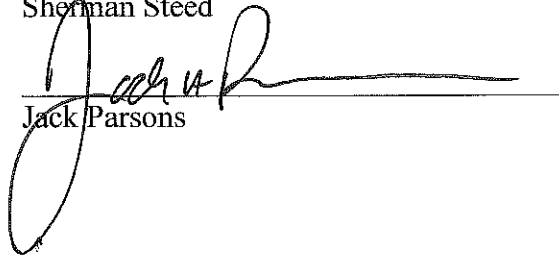
Catherine H. LaClair



Richard A. Handley



Sherman Steed



Jack Parsons