

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE TRAILMARK METROPOLITAN DISTRICT HELD NOVEMBER 14, 2013

A special meeting of the Board of Directors of the TrailMark Metropolitan District (referred to hereafter as "Board") was held on Thursday, November 14, 2013 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 R. Rogers
Curtis Fankhouser
Catherine LaClair
Lori Tolle
Rich Handley

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

CALL TO ORDER

Director Rogers called the meeting to order at 6:35 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 Fankhouser and a second by Director Tolle, the Board voted unanimously to approve the agenda as presented.

Minutes: The minutes of the September 10, 2013 Special Board meeting were presented to the Board. Upon a motion by Director Handley and a second by Director Fankhouser, 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 LaClair and a second by Director Fankhouser, the Board voted unanimously to approve the current claims as presented.

Review Cash Position: Ms. Noon reviewed the cash position with the Board for the period ending November 5, 2013 and the Board accepted the cash position as presented.

Financial Statements: Ms. Noon reviewed the financial statements dated October 31, 2013. After review, the Board accepted the financial statements as presented.

Multi-year Projections – The Board reviewed said projections in preparation for the 2014 budget discussion.

Public Hearing to Adopt 2014 Budget, Appropriate Expenditures and Certify Mill Levy – Director Rogers opened the Public Hearing at 6:55 p.m. Ms. Noon presented the proposed budget. The Board answered questions from the public and closed the public hearing at 7:10 p.m. Upon a motion by Director Handley and a second by Director LaClair, the Board voted unanimously to adopt the 2014 budget, appropriate expenditures and certify the mill levy at 10.000 mills for the General Fund and 20.000 mills for the Debt Service Fund.

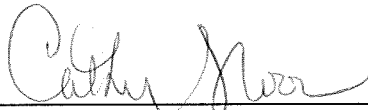
Consider for Approval Engagement Letter from Schilling & Company to Conduct 2013 Audit – Following discussion, upon a motion made by Director LaClair and a second by Director Tolle, the Board voted unanimously to approve the engagement letter with Schilling & Company to conduct the 2013 audit for a cost not-to-exceed \$5,100.

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ADJOURNMENT

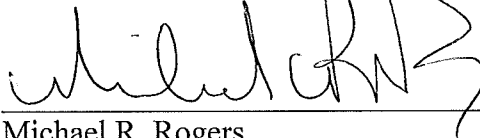
There being no further business to come before the Board, upon motion duly made by Director Fankhouser, seconded by Director Handley, and passed unanimously, the meeting was adjourned at 7:14 p.m.

Respectfully submitted,

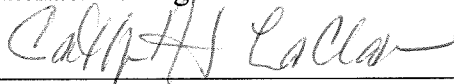


Secretary for the Meeting


THESE MINUTES ARE APPROVED AS THE OFFICIAL NOVEMBER 14, 2013 MINUTES OF THE TRAILMARK METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:



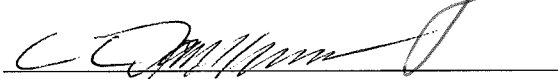
Michael R. Rogers



Catherine H. LaClair



Richard A. Handley



Curtis Fankhouser

Lori Tolle