

RECORD OF PROCEEDINGS

**MINUTES OF A REGULAR MEETING
OF THE BOARD OF DIRECTORS OF THE
BOWLES METROPOLITAN DISTRICT
HELD
NOVEMBER 10, 2009**

A regular meeting of the Board of Directors of the Bowles Metropolitan District was duly held Tuesday, November 10, 2009, at 4:30 p.m., at The Village Center, 7255 Grant Ranch Boulevard, Littleton, Colorado. The meeting was open to the public.

In attendance were Directors:

David A. Hobart
Jack Anttonen
Donald Korte
Jan C. Cranor
Timothy LaPan

Also in attendance were:

David Peak; R.S. Wells LLC
Jody Bost; CoCal Landscape
Norma Watkins; Grant Ranch HOA

ADMINISTRATIVE

MATTERS Agenda

Director Cranor called the meeting to order and declared a quorum. Upon a motion duly made by Director Korte, seconded by Director LaPan and, upon vote, unanimously carried, the Board approved the agenda as presented.

Minutes

The Board reviewed the minutes of the October 13, 2009 regular board meeting. After discussion, upon a motion duly made by Director Anttonen, seconded by Director Korte and, upon vote, unanimously carried, the Board approved the minutes of the October 13, 2009 regular meeting as presented.

COMMUNITY

ISSUES Nothing to report.

LEGAL

MATTERS Nothing to report at this time.

RECORD OF PROCEEDINGS

CAPITAL IMPROVEMENTS / OPERATIONS

MATTERS Landscape Maintenance Report

Ms. Bost reported on the maintenance as of November 3, 2009.

Week of 10/5

Trash cans were emptied and re-lined as needed
Checked and filled pet pick-up dispensers as needed
Full mowing and trimming throughout property
Completed aeration throughout property
Completed pruning around Tract O pond

Week of 10/12

Trash cans were emptied and re-lined as needed
Checked and filled pet pick-up dispensers as needed
Mowing and leaf clean-up along Grant Ranch Boulevard
Started juniper pruning along Dorado
Checked standpipes and cleaned up water quality ponds
Treated wetland pond for mosquito control

Week of 10/19

Trash cans were emptied and re-lined as needed
Checked and filled pet pick-up dispensers as needed
Mowing and leaf clean-up in parks and along Jay and Dorado
Started cutting back of perennials and cleaning out beds
Thorough detailing of all beds for trash
Removal of annual flowers and turning of beds

Week of 10/26

Trash cans were emptied and re-lined as needed
Checked and filled pet pick-up dispensers as needed
Reviewed trees to prepare report for mitigation
Mowing and leaf clean-up along Grant Ranch Boulevard
Perennial bed clean-up along Bowles
Thorough detailing of all beds for trash

Week of 11/2

Trash cans were emptied and re-lined as needed
Checked and filled pet pick-up dispensers as needed
Completed juniper pruning along Dorado Drive
Hydra Hume application for soil conditioning
Continued cutting back of perennials and cleaning out beds
Winterized pumps with Arapahoe Pump and opened mainline drains
Removed tree that fell in Tract D during snowstorm
Repaired plow damage / Documented and mapped areas damaged for further repairs
Installed new tube at playground in Sunset Park

RECORD OF PROCEEDINGS

Work Scheduled for November

Winterize all irrigation lines
Start dormant hand pruning
Wrap trees
Continue with leaf clean-up as needed

Review and Consider Work Orders with CoCal Landscape

There were no work orders presented for consideration.

Update on Snow Removal

The Board discussed the last snow storm and the snow removal process. CoCal Landscape was requested to make adjustments to minimize damage to the turf areas.

FINANCIAL MATTERS

Claims

Mr. Peak presented the claims to the Board. After review, upon a motion duly made by Director Korte, seconded by Director Hobart and, upon vote, unanimously carried, the Board approved the October 2009 claims totaling \$194,823.84, represented by check numbers 5932 through 5950.

Unaudited Financial Statements as of September 30, 2009

Mr. Peak presented the unaudited financial statements to the Board as of September 30, 2009. After discussion, upon a motion duly made by Director Korte, seconded by Director LaPan and, upon vote, unanimously carried, the Board accepted the unaudited financial statements as of September 30, 2009 as presented.

Conduct Public Hearing to Consider Adoption of 2010 Budget, Appropriate Expenditures and Certify Mill Levies. Consider Adoption of Resolutions to Adopt 2010 Budget, Appropriate Expenditures and Certify Mill Levies.

Mr. Peak indicated that the public hearing notice had been published in the local newspaper for the 2010 budget. Upon a motion duly made by Director Korte, seconded by Director Hobart and, upon vote, unanimously carried, the Board opened the public hearing. There being no public present for comments, upon a motion duly made by Director Hobart, seconded by Director LaPan and, upon vote, unanimously carried, the Board closed the public hearing.

After discussion, upon a motion duly made by Director Korte, seconded by Director Hobart, and upon a vote unanimously carried, the Board adopted the 2010 budget and resolutions, set the mill levy for 2010, and appropriated the 2010 expenditures.

RECORD OF PROCEEDINGS

Review and Consider Approval of Audit Engagement Letter with Schilling & Company, Inc. for 2009 Audit

Following review and discussion, upon a motion duly made by Director Korte, seconded by Director Anttonen and, upon vote, unanimously carried, the Board approved the engagement letter with Schilling & Company, Inc. for the 2009 audit.

OTHER
BUSINESS

Update on Negotiations Regarding Purchase of Water Shares

Mr. Peak informed the Board of Newell Grant's counter offer. After discussion, the Board requested Mr. Peak to contact Attorney Forman for a cost summary report that can be used in the District's counter offer to Mr. Grant.

Confirm Quorum for December 15, 2009 Board Meeting

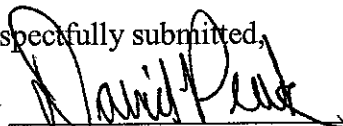
The Board confirmed a quorum for the December 15, 2009 regular board meeting.

ADJOURNMENT

Upon a motion duly made by Director Hobart, seconded by Director LaPan and, upon vote, unanimously carried, the Board adjourned the meeting at 5:15 p.m.


Respectfully submitted,


By




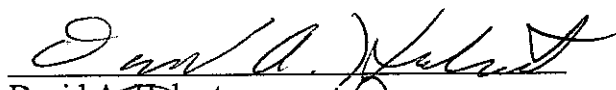
Secretary for the Meeting


THESE MINUTES APPROVED AS THE OFFICIAL NOVEMBER 10, 2009
MINUTES OF THE BOWLES METROPOLITAN DISTRICT BY THE BOARD
OF DIRECTORS SIGNING BELOW.


Jan C. Cranor


Jack Anttonen


Donald W. Korte


David A. Hobart


Timothy LaPan