

MINUTES OF A SPECIAL MEETING OF THE BOARDS OF
DIRECTORS

OF

DENVER WEST PROMENADE METROPOLITAN
DISTRICT

Held: Thursday, December 13, 2013 at 9:00 a.m.
at 5750 DTC Parkway, Suite 210, Greenwood Village,
Colorado

Attendance

The meeting referenced above was called and held in accordance with the applicable statutes of the State of Colorado. The following directors, having confirmed their qualification to serve, were in attendance:

Donald Provost
Bryan McFarland
Michael Deeter

All director absences are deemed excused unless a contrary notation is recorded in these minutes.

Also present were Kristen D. Bear, Esq., White, Bear & Ankele Professional Corporation, district general counsel; and Kristin Baumgartner, CliftonLarsonAllen, district accountant.

Director Qualification

The directors in attendance confirmed their qualification to serve.

Call to Order

Director McFarland noted that a quorum of the board was present and that the directors had confirmed their continuing qualification to serve, and called the meeting of the Board of Directors of the Denver West Promenade Metropolitan District to order.

Disclosure Matters

Ms. Bear advised the Board that pursuant to Colorado law, the board members were required to make certain conflict of interest disclosures, following which directors reviewed the agenda and confirmed that nothing appeared on the agenda for which disclosure certificates had not been filed. The disclosure certificates were reviewed by the Directors and were ordered to be made part of the official minutes of the meeting.

The Board determined that participation by the Directors with potential conflicts of interest was necessary to obtain a quorum or otherwise enable lawful action to occur.

Agenda

Ms. Bear presented the proposed agenda to the Board. After consideration, the Board unanimously approved the agenda.

Approval of Minutes from June 13, 2012

Ms. Bear presented the minutes from the June 13, 2012 meeting to the Board. Upon motion duly made by Director McFarland and seconded by Director Deeter, the minutes were unanimously approved.

Public Comment

None.

Legal Matters:

Annual Administrative Resolution

Ms. Bear presented the Annual Administrative Resolution to the Board for consideration. Director Provost made a motion to approve the resolution. The motion was seconded by Director McFarland and unanimously approved by the Board.

Consider Approval of Tract G Maintenance Easement Agreement

Ms. Bear presented the Tract G Maintenance Easement Agreement to the Board for approval. Upon motion duly made by Director McFarland and seconded by Director Deeter, the agreement was unanimously approved.

Acceptance of Conveyance of Tracts A-D, Subject to Lender Approvals as Required

Ms. Bear presented the Conveyance of Tracts A-D by quitclaim deed to the Board for acceptance, subject to lender approval as required. Upon motion duly made by Director McFarland and seconded by Director Deeter, the conveyance was accepted unanimously.

Consider 2013 Insurance Renewals

Ms. Bear presented the 2013 insurance renewals to the Board. A motion was made by Director McFarland and seconded by Director Deeter to approve the insurance renewals. The motion was unanimously approved by the Board.

Public Records Policy

Ms. Bear presented the Public Records Policy to the Board for consideration. Director McFarland made a motion approving the policy. The motion was seconded by Director Deeter and approved unanimously.

Underwriter Engagement Letter

Ms. Bear presented the Underwriter Engagement Letter to the Board. The Board deferred action.

Executive Session

None.

Financial Matters:
Payables/Financials

Ms. Baumgartner presented the payables in the amount of

\$16,017.53 and the financials to the Board for consideration. Upon motion duly made by Director Provost and seconded by Director Deeter, the board unanimously approved the payables and accepted the financials.

2013 Budget Hearing

Director McFarland opened the public hearing on the 2013 budget. After no public comment was made, the hearing was closed. Ms. Baumgartner presented the proposed 2013 Budget for the Board's consideration. A motion was made by Director Provost and seconded by Director Deeter to approve the budget, to appropriate the funds as reflected in same, and to certify an operational mill levy of 60 mills. The motion was unanimously approved.

2012 Budget Amendment Hearing

None.

Other Business:

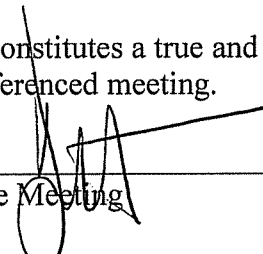
Confirm 2013 Meeting Dates

The Board confirmed 2013 meeting dates.

Adjournment

There being no further business to be conducted, the meeting was adjourned.

The foregoing constitutes a true and correct copy of the minutes of the above-referenced meeting.



Secretary for the Meeting

The foregoing minutes were approved on the 12th day of APRIL, 2013.