

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

DENVER WEST PROMENADE METROPOLITAN DISTRICT

Held: Monday, December 2, 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

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 Kevin Collins, CliftonLarsonAllen, PC, 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.

Approval of Agenda

Ms. Bear presented the proposed agenda to the Board for consideration. Following discussion, upon motion duly made and seconded, the Board unanimously approved the agenda as presented.

Approval of Minutes from the April 12, 2013

Ms. Bear presented the minutes from the April 12, 2013, meeting to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously approved the agenda.

Public Comment

None.

Legal Matters

2014 Annual Administrative Resolution

Ms. Bear presented the 2014 Annual Administrative Resolution to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously approved the agenda.

Review Insurance Property and Schedule Limits

Ms. Bear reviewed the insurance property and schedule limits with the Board. The Board engaged in general discussion regarding the District's property coverage. No further action was taken.

Ratification of 2012 Annual Report

Ms. Bear presented the 2012 Annual Report to the Board for ratification. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously ratified approval of the annual report.

2014 Election Resolution

Ms. Bear presented the 2014 Election Resolution to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously adopted the resolution.

Public Records Policy

Ms. Bear presented the Public Records Policy to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously approved the public records policy.

Resolution Authorizing Approval of Contracts and Payment of Claims

Ms. Bear presented the Resolution Authorizing Approval of Contracts and Payment of Claims to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously adopted the resolution.

Financial Matters

Payables/Financials

Mr. Collins presented the financial statements and payables through October 31 to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously approved and ratified the payables and approved the financial statements.

2013 Budget Amendment Hearing

Director McFarland opened the public hearing on the 2013 Budget Amendment. Ms. Bear noted that notice of the hearing was published pursuant to Colorado law. After no public comment was made, the hearing was closed. Mr. Collins presented the 2013 Budget Amendment to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously adopted the resolution amending the General Fund to \$95,000 and the Debt Service Fund to \$122,000.

2014 Budget Hearing

Director McFarland opened the public hearing on the 2014 Budget. Ms. Bear noted that notice of the hearing was published pursuant to Colorado law. After no public comment was made, the hearing was closed. Mr. Collins presented the 2014 Budget and Budget Resolution to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously adopted the budget and budget resolution, appropriated the funds as reflected therein, certified an operational mill levy of 10.000 mills, and certified a debt service mill levy of 50.000 mills.

Other Business

Confirm 2014 Meeting Dates

The Board determined to hold regular meetings on the first Monday of March, June, September, and December at 9:00 a.m. at 5750 DTC Parkway, Suite 210, Greenwood Village, Colorado.

Consider Engagement of White, Bear & Ankele, P.C. as Legal Counsel

Ms. Bear presented the White, Bear & Ankele, P.C. engagement letter to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously approved the engagement of White, Bear & Ankele, P.C. as legal counsel.

Consider Engagement of Accountant

Mr. Collins presented the CliftonLarsonAllen LLP engagement letter to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously approved the

engagement of CliftonLarsonAllen LLP for 2014 accounting services.

Consider Engagement of Auditor

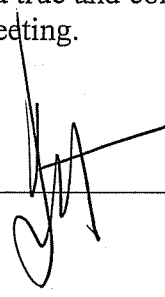
Ms. Bear presented the Dazzio & Plutt engagement letter to the Board for consideration. Following discussion, upon motion duly made by Director McFarland and seconded by Director Provost, the Board unanimously approved the engagement of Dazzio & Plutt for the District's 2013 audit.

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 1st day of December, 2014.