

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

DENVER WEST PROMENADE METROPOLITAN DISTRICT

Held: Monday, December 3, 2018 at 8:30 a.m. at 5750 DTC Parkway, Suite 210, Greenwood Village, Colorado.

Attendance

The special 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

Also present were Clint C. Waldron, Esq., White Bear Ankele Tanaka & Waldron, District General Counsel; Denise Denslow, CliftonLarsonAllen, LLP, District Manager; and Kevin Collins, CliftonLarsonAllen, LLP, District Accountant.

Call to Order

It was noted that a quorum of the Board was present and the meeting was called to order.

Director Qualifications/Conflicts of Interest/Reaffirmation of Disclosure

Mr. Waldron advised the Board that, pursuant to Colorado law, certain disclosures might be required prior to taking official action at the meeting. Mr. Waldron reported that disclosures for those directors with potential or existing conflicts of interest were filed with the Secretary of State's Office and the Board at least 72 hours prior to the meeting, in accordance with Colorado law, and those disclosures were acknowledged by the Board. Mr. Waldron inquired into whether members of the Board had any additional disclosures of potential or existing conflicts of interest with regard to any matters scheduled for discussion at the meeting. No additional disclosures were noted. The Board determined that the participation of the members present was necessary to obtain a quorum or to otherwise enable the Board to act.

Approval of Agenda

Mr. Waldron reviewed the proposed agenda with the Board. Following discussion, upon motion duly made, the Board approved the agenda as amended.

Public Comment	None.
<b>Acknowledge Resignation of Director McFarland</b>	The Board acknowledged the resignation of Director Bryan McFarland.
<b>Consent Agenda</b>	<p>Mr. Waldron presented the items on the consent agenda to the Board for consideration. Mr. Waldron advised the Board that any item may be removed from the consent agenda to the regular agenda upon the request of any director. No items were requested removed from the consent agenda. Upon motion duly made, the following items on the consent agenda were unanimously approved and adopted:</p> <ul style="list-style-type: none"> <li>• Approval of Minutes from June 25, 2018 Meeting</li> <li>• Approval of Notice to Electors Pursuant to §32-1-809, C.R.S.</li> <li>• Adoption of Resolution Designating 24-Hour Posting Location</li> </ul>
<b>Legal Matters</b>	
Consider Adoption of 2019 Annual Administrative Resolution	Mr. Waldron reviewed the 2019 Annual Administrative Resolution with the Board. Following discussion, upon a motion duly made, the Board adopted the 2019 Annual Administrative Resolution.
Insurance Matters	General Discussion.
Consider Approval of Property Schedule and Limits	Mr. Waldron reviewed the Property Schedule and Limits with the Board. Following discussion, upon a motion duly made, the Board approved the Property Schedule and Limits.
Consider Approval of Engagement Letter with White Bear Ankele Tanaka & Waldron for Legal Services	Mr. Waldron reviewed the Engagement Letter with White Bear Ankele Tanaka & Waldron with the Board. Mr. Waldron noted specifically that the arbitration provision had been revised to make it clear that arbitration applies to this engagement letter as well as any prior engagement with the District. Mr. Waldron also noted and discussed the addition of the representative client list section. Mr. Waldron stated that as he is not independent as to the engagement, the Board is advised to have separate legal counsel review the engagement letter. The Board declined to engage separate legal counsel to review the letter. After discussion, upon a motion duly made, and upon a vote, unanimously carried, the Board approved the engagement letter with White Bear Ankele Tanaka & Waldron.
Consider Approval of First Amendment to	Deferred.

Reimbursement and  
Acquisition Agreement

Other Legal Matters                      None.

**Financial Matters**

Review and Consider                      Mr. Collins reviewed the October 31, 2018 unaudited financials  
Approval of                                      and Payables with the Board. Following discussion, upon a  
Payables/Financials                          motion duly made, the Board accepted the October 31, 2018  
unaudited financials and approved claims payable in the amount  
of \$26,898.22.

Public Hearing on 2018                      Director Provost opened the public hearing on the 2018 Budget  
Budget Amendment                          Amendment. Mr. Waldron noted that the public hearing was  
published in accordance with Colorado Law in the *Lakewood  
YourHub* on November 1, 2018. No written objections have been  
received prior to the meeting. There being no public comment,  
the hearing was closed.

Consider Adoption of                      Mr. Collins reviewed the 2018 Budget Amendment with the  
Resolution Amending 2018                      Board. Following discussion, upon motion duly made and  
Budget    seconded, the Board approved the 2018 Budget Amendment  
Resolution amending the General Fund to \$105,000.

Public Hearing on 2019                      Director Provost opened the public hearing on the 2019 Budget.  
Budget    Mr. Waldron noted that the public hearing was published in  
accordance with Colorado Law in the *Lakewood YourHub* on  
November 1, 2018. No written objections have been received  
prior to the meeting. There being no public comment, the hearing  
was closed.

Consider Adoption of                      Mr. Collins reviewed the proposed 2019 Budget with the Board.  
Resolution Approving 2019                      Following discussion, upon motion duly made and seconded, the  
Budget    Board approved the resolution adopting the budget,  
appropriating funds therefor and certifying 10.000 mills for the  
General Fund and 50.000 mills for the Debt Service Fund.

Consider Approval of                      Mr. Collins presented the 2018 Auditor Proposal to the Board for  
Auditor Proposals for 2018                      consideration. Following discussion, upon motion duly made and  
Audit    seconded, the Board unanimously approved the proposal from  
Dazzio & Associates for the 2018 Audit.

Other Financial Matters                      None.

**Other Business**

Consider Election of                      The Board engaged in general discussion regarding the election

Denslow as Secretary to the Board.

**Adjourn**

There being no further business to come before the Board, and following discussion and upon motion duly made, seconded, and unanimously carried, the Board determined to adjourn the meeting

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

A handwritten signature in blue ink, appearing to read 'Denslow', is written over a horizontal line.

Secretary for the Meeting

The foregoing minutes were approved on the 4th day November, 2019.