

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 HELD NOVEMBER 19, 2013

A Regular Meeting of the Board of Directors of the Great Western Park Metropolitan District No. 2 (referred to hereafter as "Board") was convened on Tuesday, the 19th day of November, 2013, at 9:00 A.M., at the offices of the District, 141 Union Boulevard, Suite 150, Lakewood, Colorado. The meeting was open to the public.

ATTENDANCE

Directors In Attendance Were:

Charles Church McKay, President
Gregg Bradbury
Jeffrey L. Nading

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the absences of Stuart Horsfall and Steven Nading were excused.

Also In Attendance Were:

AJ Beckman and Heather Kolin; Special District Management Services, Inc.

Lindsay Ross; Special District Management Services, Inc. – for a portion of the meeting

Megan Becher, Esq.; McGeady Sisneros, P.C.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST

The Board discussed the requirements pursuant to the Colorado Revised Statutes to disclose any potential conflicts of interest or potential breaches of fiduciary duty to the Board of Directors and to the Secretary of State.

Attorney Becher noted that a quorum was present and requested members of the Board to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting, and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with the statute. Attorney Becher noted that the Directors' Disclosure Statements for all of the Directors have been filed.

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ADMINISTRATIVE MATTERS

Agenda: The Board reviewed and discussed the proposed Agenda for the District's Regular Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Agenda was approved.

Approval of Meeting Location: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the Districts' Board meeting. Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of the time, date and location was duly posted and that they have not received any objections to the location or any requests that the meeting place be changed by taxpaying electors within its boundaries.

Minutes: The Board reviewed the Minutes from the June 25, 2013 Regular Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Minutes from the June 25, 2013 Regular Meeting were approved.

2014 Meeting Dates: Mr. Beckman reviewed the business to be conducted in 2014 to meet the statutory compliance requirements.

Following discussion, the Board determined to meet on the fourth Tuesday of June and November, 2014 at 9:00 a.m. at the office of the District.

FINANCIAL MATTERS

Unaudited Financial Statements: Ms. Ross reviewed the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending September 30, 2013. Following review, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the unaudited financial statements for the period ending September 30, 2013 were accepted.

2013 Application for Exemption from Audit: The Board discussed the requirements for an audit.

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Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare an Application for Exemption from Audit for 2013.

2013 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2013 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of a Resolution to Amend the 2013 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing. There were no comments from the public in attendance and the public hearing was closed.

Following discussion, it was determined that a 2013 Budget Amendment was not necessary.

2014 Budget Hearing: The President opened the public hearing to consider the proposed 2014 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2014 Budget and the date, time and place of the public hearing was made in a newspaper having general circulation within the District. No written objections were received prior to this public hearing.

No public comments were received and the public hearing was closed.

Mr. Beckman reviewed the estimated 2013 expenditures and proposed 2014 expenditures.

Following discussion, the Board considered the adoption of the Resolutions to Adopt the 2014 Budget and Appropriate Sums of Money and Set Mill Levies, (for the General Fund at 5.000 mills and the Debt Service Fund at 35.232 mills for total mill levy of 40.232 mills). Upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Resolutions were adopted and execution of the Certification of Budget and Certification of Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2013. Mr. Beckman was authorized to transmit the Certification of Mill Levies to the Board of County Commissioners of the City and County of Broomfield and the Division of Local Government, not later than December 15, 2013. Mr. Beckman was also authorized to transmit the Certification of Budget to the Division of Local Government not later than

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January 30, 2014. Copies of the adopted Resolutions are attached to these minutes and incorporated herein by this reference.

DLG-70 Mill Levy Certification Form: The Board considered authorizing the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director J. Nading and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 Mill Levy Certification form for certification to the Board of County Commissioners and other interested parties.

LEGAL MATTERS

HB13-1041, Colorado Open Records Act: Attorney Becher reviewed with the Board Resolution No. 2013-11-04; Regarding Colorado Open Records Act Requests.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board adopted Resolution No. 2013-11-04; Regarding Colorado Open Records Act Requests.

HB13-1186 Special District Public Disclosure: Attorney Becher advised the Board that the requirements of HB13-1186 are in addition to the Transparency Notice. Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board directed the attorney to prepare the notice and record same.

Resolution to Call the May 6, 2014 Regular Election: The Board discussed the upcoming election and Resolution No. 2013-11-05 to Call the May 6, 2014 Election.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Board adopted Resolution No. 2013-11-05 to Call the May 6, 2014 Election and appointed AJ Beckman, as the Designated Election Official and authorized her to perform all tasks required for the May 6, 2014 Regular Election of the Board of Directors for the conduct of a polling place/mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

CONSTRUCTION

Construction and Acceptance of Improvements Costs: The Board deferred discussion.

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ADJOURNMENT

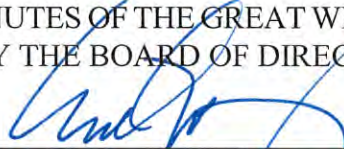
There being no further business to come before the Board at this time, upon motion duly made, seconded and, upon vote, unanimously carried, the meeting was adjourned.

Respectfully submitted,

By 

Secretary for the Meeting

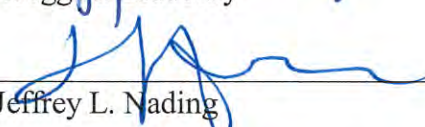
THESE MINUTES APPROVED AS THE OFFICIAL NOVEMBER 19, 2013 MINUTES OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 BY THE BOARD OF DIRECTORS SIGNING BELOW:



Charles Church McKay



Gregg A. Bradbury



Jeffrey L. Nading

Stuart Horsfall

Steven Nading

RESOLUTION NO. 2013 - 11 - 7
A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
TO ADOPT THE 2014 BUDGET AND APPROPRIATE SUMS OF MONEY

WHEREAS, the Board of Directors of the Great Western Park Metropolitan District No. 2 ("District") has appointed the District Accountant to prepare and submit a proposed 2014 budget to the Board at the proper time; and

WHEREAS, the District Accountant has submitted a proposed budget to this Board on or before October 15, 2013, for its consideration; and

WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on November 19, 2013, and interested electors were given the opportunity to file or register any objections to said proposed budget; and

WHEREAS, the budget has been prepared to comply with all terms, limitations and exemptions, including, but not limited to, reserve transfers and expenditure exemptions, under Article X, Section 20 of the Colorado Constitution ("TABOR") and other laws or obligations which are applicable to or binding upon the District; and

WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues so that the budget remains in balance, as required by law.

WHEREAS, the Board of Directors of the District has made provisions therein for revenues in an amount equal to or greater than the total proposed expenditures as set forth in said budget; and

WHEREAS, it is not only required by law, but also necessary to appropriate the revenues provided in the budget to and for the purposes described below, as more fully set forth in the budget, including any interfund transfers listed therein, so as not to impair the operations of the District.

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Great Western Park Metropolitan District No. 2:

1. That the budget as submitted, amended, and summarized by fund, hereby is approved and adopted as the budget of the Great Western Park Metropolitan District No. 2 for the 2014 fiscal year.
2. That the budget, as hereby approved and adopted, shall be certified by the Secretary of the District to all appropriate agencies and is made a part of the public records of the District.
3. That the sums set forth as the total expenditures of each fund in the budget attached hereto as **EXHIBIT A** and incorporated herein by reference are hereby appropriated from the revenues of each fund, within each fund, for the purposes stated.

ADOPTED this 19th day of November, 2013.



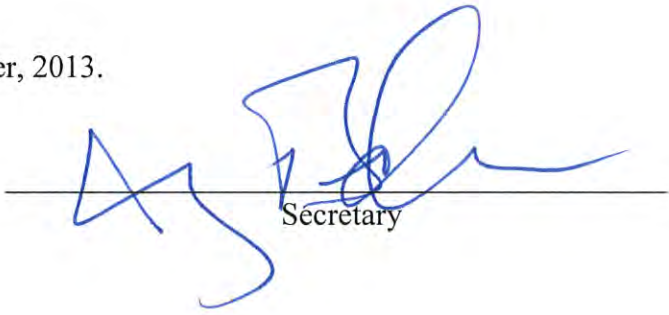

Secretary

EXHIBIT A
(Budget)

GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2

2014 Budget Message

Introduction

The budget reflects the projected spending plan for the 2014 fiscal year based on available revenues. This budget provides for the general operation of the District and facilitation of capital project expenditures.

The District's 2013 assessed value increased by 5.97% to \$5,150. The District certified a 2013 General Fund mill levy of 40.232 mills, for collection in 2014 with 5.000 mills dedicated to the General Fund and 35.232 mills to the Debt Service Fund.

The District formed in December 2008 for the purpose of providing design, financing, acquisition, and construction of certain infrastructure improvements.

Budgetary Basis of Accounting

The District uses funds to budget and report on the financial position and results of operations. Fund accounting is designed to demonstrate legal compliance and to aid financial management by segregating transactions related to certain governmental functions. The various funds determine the total District budget. All of the District's funds are considered Governmental Funds and are reported using the current financial resources and the modified accrual basis of accounting. Revenues are recognized when they are measurable and available. Revenues are considered available when they are collectible within the current period. For this purpose, the District considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures, other than the interest on long term obligations, are recorded when the liability is incurred or the long-term obligation paid.

Fund Summaries

General Fund is used to account for resources traditionally associated with government such as property taxes, specific ownership tax and expenditures which include District administration, legal services, and other expenses related to statutory operations of a local government. The primary expenditure in 2014 is a transfer to District No. 1.

Debt Service Fund is used to account for resources which are transferred to District No. 1's Debt Service fund for repayment of long term debt.

Emergency Reserve

As required under Article X, Section 20 of the Colorado Constitution, the District has provided for an Emergency Reserve in the amount of 3% of the total fiscal year expenditures in the General Fund.

Great Western Park Metropolitan District No. 2
Assessed Value, Property Tax and Mill Levy Information

	2012 Actual	2013 Adopted Budget	2014 Adopted Budget
Assessed Valuation	\$ 4,860	\$ 4,860	\$ 5,150
Mill Levy			
General Fund	5.000	5.000	5.000
Debt Service Fund	35.232	35.232	35.232
Temporary Mill Levy Reduction	0.000	0.000	0.000
Refunds and Abatements	0.000	0.000	0.000
Total Mill Levy	40.232	40.232	40.232
Property Taxes			
General Fund	\$ 24	\$ 24	\$ 26
Debt Service Fund	171	171	181
Temporary Mill Levy Reduction	-	-	-
Refunds and Abatements	-	-	-
Actual/Budgeted Property Taxes	\$ 195	\$ 195	\$ 207

GWP No. 1 and GWP No. 2 have entered into a Capital Pledge Agreement to support GWP No. 1's \$9,620,000 Nonrevolving Line of Credit Note, Series 2010. The GWP No. 1 Series 2010 Note was issued to Great Western Park, LLC to evidence the District's obligation to reimburse for expenses incurred by GWP LLC for the installation of public improvements. The GWP No. 1 Series 2010 Note is supported by GWP No. 2's pledge of a debt service mill levy imposed annually in the amount of 35 mills, adjusted for legislative changes, but in no event greater than 50 mills. GWP No. 2's obligation to impose a mill levy for repayment of the GWP No. 1 Series 2010 Note commences with certification in 2011 for collection in 2012.

The GWP No. 2 Service Plan limits GWP No. 2's debt service mill levy to 35.000 mills adjusted for Gallagher from January 1, 2001.

Great Western Park Metropolitan District No. 2

**GENERAL FUND
2014 ADOPTED BUDGET**

with 2012 Actual, 2013 Adopted Budget, and 2013 Estimated Budget

	2012 Actual	2013 Adopted Budget	2013 Estimated	2014 Adopted Budget
BEGINNING FUND BALANCE	1,558	-	-	-
REVENUE				
Property Tax Revenue	24	24	24	26
Transfer from Dist. No. 3	-	-	-	-
Transfer from Dist. No. 1	5,742	-	-	-
Developer Advance	-	-	-	-
Total Revenue	5,767	24	24	26
Total Funds Available	7,325	24	24	26
EXPENDITURES				
Accounting	1,022	-	-	-
Audit	288	-	-	-
Election	313	-	-	-
Insurance/SDA Dues	1,908	-	-	-
Statutory Compliance	263	-	-	-
Management	2,913	-	-	-
Miscellaneous	619	-	-	-
Treasurer's Fees	0	1	-	1
Transfer to Dist. No. 1	-	23	24	25
Total Expenditures	7,325	24	24	26
Emergency Reserve	-	-	-	-
Total Expenditures Requiring Appropriation	7,325	24	24	26
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ -

Great Western Park Metropolitan District No. 2

**DEBT SERVICE FUND
2014 ADOPTED BUDGET
with 2012 Actual, 2013 Adopted Budget, and 2013 Estimated Budget**

	2012 Actual	2013 Adopted Budget	2013 Estimated	2014 Adopted Budget
BEGINNING FUND BALANCE	-	-	-	-
REVENUE				
Property Tax Revenue	172	171	171	181
Specific Ownership Taxes	-	10	-	-
Total Revenue	172	181	171	181
Total Funds Available	172	181	171	181
EXPENDITURES				
Treasurer's Fees	3	3	3	3
Transfer to Dist. No. 1	169	178	168	178
Total Expenditures	172	181	171	181
Total Expenditures Requiring Appropriation	172	181	171	181
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ -

Great Western Park Metropolitan District No. 2

CAPITAL PROJECTS FUND

2014 ADOPTED BUDGET

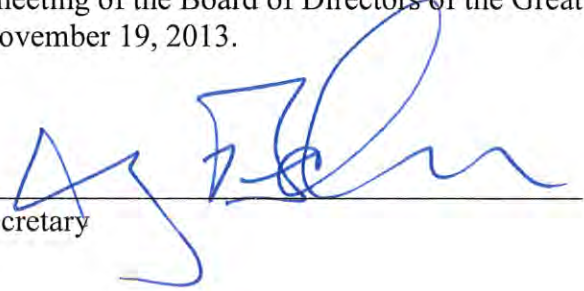
with 2012 Actual, 2013 Adopted Budget, and 2013 Estimated Budget

	2012 Actual	2013 Adopted Budget	2013 Estimated	2014 Adopted Budget
BEGINNING FUND BALANCE	-	-	-	-
REVENUE				
Transfer from Dist. No. 1	11,075	-	-	-
Transfer from General Fund	-	-	-	-
Developer Advance	-	-	-	-
Total Revenue	11,075	-	-	-
Total Funds Available	11,075	-	-	-
EXPENDITURES				
Accounting	1,731	-	-	-
Legal	5,038	-	-	-
Organization-New Districts	-	-	-	-
Management	3,806	-	-	-
Capital Outlay	-	-	-	-
Capitalized Interest	-	-	-	-
Utilities	-	-	-	-
Project Management	500	-	-	-
Engineering	-	-	-	-
Transfer to District No. 3	-	-	-	-
Total Expenditures	11,075	-	-	-
Total Expenditures Requiring Appropriation	11,075	-	-	-
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ -

I, AJ Beckman, hereby certify that I am the duly appointed Secretary of the Great Western Park Metropolitan District No. 2, and that the foregoing is a true and correct copy of the budget for the budget year 2014, duly adopted at a meeting of the Board of Directors of the Great Western Park Metropolitan District No. 2 held on November 19, 2013.

By:

Secretary

A handwritten signature in blue ink, appearing to be 'AJ Beckman', written over a horizontal line. The signature is stylized and cursive.

RESOLUTION NO. 2013 - 11 - 2
A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
TO SET MILL LEVIES

WHEREAS, the Board of Directors of the Great Western Park Metropolitan District No. 2 ("District") has adopted the 2014 annual budget in accordance with the Local Government Budget Law on November 19, 2013; and

WHEREAS, the adopted budget is attached to the Resolution of the Board of Directors to Adopt the 2014 Budget and Appropriate Sums of Money, and such budget is incorporated herein by this reference; and

WHEREAS, the amount of money necessary to balance the budget for general fund expenses from property tax revenue is identified in the budget; and

WHEREAS, the amount of money necessary to balance the budget for debt service fund expenses from property tax revenue is identified in the budget; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of the Great Western Park Metropolitan District No. 2:

1. That for the purposes of meeting all general fund expenses of the District during the 2014 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

2. That for the purposes of meeting all debt service fund expenses of the District during the 2014 budget year, the District determined to levy mills upon each dollar of the total valuation for assessment of all taxable property within the District, as set forth in the budget, to raise the required revenue.

3. That the Accountant of the District is hereby authorized and directed to immediately certify to the County Commissioners of The City and County of Broomfield, Colorado, the mill levies for the District as set forth in the District's Certification of Tax Levies (attached hereto as **EXHIBIT A** and incorporated herein by reference), recalculated as needed upon receipt of the final certification of valuation from the County Assessor in order to comply with any applicable revenue and other budgetary limits.

ADOPTED this 19th day of November, 2013.



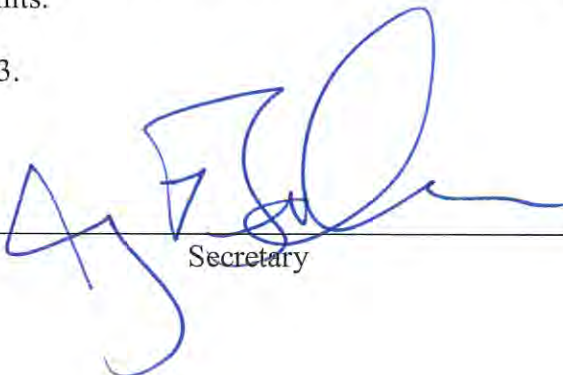

Secretary

EXHIBIT A
(Certification of Tax Levies)

CERTIFICATION OF TAX LEVIES for NON-SCHOOL Governments

TO: County Commissioners¹ of City and County of Broomfield, Colorado.

On behalf of the Great Western Park Metropolitan District No. 2
(taxing entity)^A

the Board of Directors
(governing body)^B

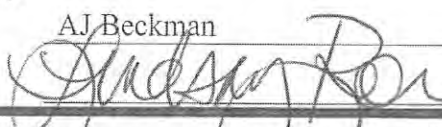
of the Great Western Park Metropolitan District No. 2
(local government)^C

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS \$ 5,150 assessed valuation of: (GROSS^D assessed valuation, Line 2 of the Certification of Valuation Form DLG 57^E)

Note: If the assessor certified a NET assessed valuation (AV) different than the GROSS AV due to a Tax Increment Financing (TIF) Area^F the tax levies must be calculated using the NET AV. The taxing entity's total property tax revenue will be derived from the mill levy multiplied against the NET assessed valuation of: \$ 5,150 (NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)

Submitted: 12/15/2013 for budget/fiscal year 2014
(not later than Dec. 15) (mm/dd/yyyy) (yyyy)

PURPOSE (see end notes for definitions and examples)	LEVY ²	REVENUE ²
1. General Operating Expenses ^H	<u>5.000</u> mills	\$ <u>26</u>
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< > mills	\$ < >
SUBTOTAL FOR GENERAL OPERATING:	5.000 mills	\$ 26
3. General Obligation Bonds and Interest ^J	_____ mills	\$ _____
4. Contractual Obligations ^K	<u>35.232</u> mills	\$ <u>181</u>
5. Capital Expenditures ^L	_____ mills	\$ _____
6. Refunds/Abatements ^M	_____ mills	\$ _____
7. Other ^N (specify): _____	_____ mills	\$ _____
_____	_____ mills	\$ _____
TOTAL: [Sum of General Operating Subtotal and Lines 3 to 7]	40.232 mills	\$ 207

Contact person: (print) AJ Beckman Daytime phone: (303) 987-0835
Signed:  Title: District Accountant

Include one copy of this tax entity's completed form when filing the local government's budget by January 31st, per 29-1-113 C.R.S., with the Division of Local Government (DLG), Room 521, 1313 Sherman Street, Denver, CO 80203. Questions? Call DLG at (303) 866-2156.

¹ If the taxing entity's boundaries include more than one county, you must certify the levies to each county. Use a separate form for each county and certify the same levies uniformly to each county per Article X, Section 3 of the Colorado Constitution.
² Levies must be rounded to three decimal places and revenue must be calculated from the total NET assessed valuation (Line 4 of Form DLG57 on the County Assessor's final certification of valuation).

CERTIFICATION OF TAX LEVIES, continued

THIS SECTION APPLIES TO TITLE 32, ARTICLE 1 SPECIAL DISTRICTS THAT LEVY TAXES FOR PAYMENT OF GENERAL OBLIGATION DEBT (32-1-1603 C.R.S.). Taxing entities that are Special Districts or Subdistricts of Special Districts must certify separate mill levies and revenues to the Board of County Commissioners, one each for the funding requirements of each debt (32-1-1603, C.R.S.) Use additional pages as necessary. The Special District's or Subdistrict's total levies for general obligation bonds and total levies for contractual obligations should be recorded on Page 1, Lines 3 and 4 respectively.

CERTIFY A SEPARATE MILL LEVY FOR EACH BOND OR CONTRACT:

BONDS^J:

1. Purpose of Issue: _____
Series: _____
Date of Issue: _____
Coupon Rate: _____
Maturity Date: _____
Levy: _____
Revenue: _____

2. Purpose of Issue: _____
Series: _____
Date of Issue: _____
Coupon Rate: _____
Maturity Date: _____
Levy: _____
Revenue: _____

CONTRACTS^K:

3. Purpose of Contract: Developer Advance
Title: Repayment of Developer Advance
Date: November 1, 2010
Principal Amount: n/a
Maturity Date: Repayment contingent on availability of funds
Levy: 35.232
Revenue: \$181

4. Purpose of Contract: _____
Title: _____
Date: _____
Principal Amount: _____
Maturity Date: _____
Levy: _____
Revenue: _____

Use multiple copies of this page as necessary to separately report all bond and contractual obligations per 32-1-1603, C.R.S.

RESOLUTION NO. 2013-11-4

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
REGARDING COLORADO OPEN RECORDS ACT REQUESTS**

WHEREAS, Great Western Park Metropolitan District No. 2 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado and operates pursuant to its Service Plan approved by the City and County of Broomfield, Colorado on September 9, 2008 (the “**Service Plan**”); and

WHEREAS, the District maintains certain records of the District that are available for inspection by the public under and in accordance with the laws of the State of Colorado; and

WHEREAS, the District anticipates that individuals may, from time to time, request the right to inspect, and/or copy public records of the District; and

WHEREAS, the District is authorized under Section 24-72-203 C.R.S. to adopt rules with respect to the inspection and copying of public records of the District; and

WHEREAS, the District desires to set forth in this Resolution the rules with regard to the inspection and copying of all public records of the District.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 OF THE CITY AND COUNTY OF BROOMFIELD, COLORADO:

1. McGeady Sisneros, P.C., the General Counsel for the District, is hereby designated as the “**Official Custodian**” of the public records of the District, as such term is defined in Section 24-72-202(2). Contact information for the Official Custodian is: Megan Becher, McGeady Sisneros, P.C., 450 E. 17th Ave., Suite 400, Denver, CO 80203-1214. Phone: 303-592-4380. Fax: 303-592-4385. E-mail: mbecher@mcgeadysisneros.com.

2. Upon request for records transmission by a person seeking a copy of any public record, the Official Custodian shall transmit a copy of the record by United States mail, other delivery service, facsimile, or electronic mail.

3. Within the period specified in section 24-72-203 (3) (a), C.R.S., as amended from time to time, the Official Custodian shall notify the record requester that a copy of the record is available but will only be sent to the requester once the custodian either receives payment or makes arrangements for receiving payment for all costs associated with records transmission and for all other fees lawfully allowed, unless recovery of all or any portion of such costs or fees has been waived by the custodian. Upon either receiving such payment or making arrangements to receive such payment at a later date, the Official Custodian shall send the record(s) to the requester as soon as practicable but no more than three (3) business days after receipt of, or making arrangements to receive, such payment.

4. If the record(s) requested are transmitted to the record requestor by United States Mail, other delivery service, or by facsimile, the Official Custodian is hereby authorized to charge:

(a) An amount of twenty-five cents (\$0.25) per standard page, or such other maximum charge as is permitted by law from time to time, for each page of public records copied to defray the actual cost of providing a copy, printout, or photograph of a public record; and

(b) The actual cost of providing a copy, printout, and/or photograph of a public record in a format other than a standard page.

5. No transmission fees may be charged to the record requester for transmitting public records via electronic mail.

6. The Official Custodian is authorized to charge \$20.00 per hour for the costs incurred to review public records requests, prepare documents for inspection, consultation with legal counsel or other consultants regarding such requests, to supervise and coordinate preparation, review and copying of public records, and for actual costs incurred by Official Custodian, District, District Management, outside consultants and legal counsel in responding to and complying with public record requests.

7. All requests for copies or inspection of public records of the District shall be submitted to the Official Custodian in writing. Such requests shall be delivered by the Official Custodian to the District's legal counsel for review and legal advice regarding the lawful availability of records requested and related matters. The District may, from time to time, designate specific records for which a written requests are not required and with respect to which review by legal counsel is not required; i.e. service plans, rules and regulations, minutes, etc. Such designations shall occur in the minutes of the meetings of the District.

8. All public records of the District copied and provided to interested persons shall be copied in duplicate by the Official Custodian. The Official Custodian shall retain the original record in the appropriate file, and shall retain the duplicate copies in a separate filing bearing the name of the person to whom copies were provided and the date of such person's request. Copies of duplicate copies of public records of the District shall not be charged to the person requesting the public records, but shall be maintained for record purposes by the Official Custodian.

9. All inspections of public records shall take place during regular business hours at the office of the Official Custodian. Public records requests may not preempt or take priority over previously scheduled official District related business activities.

10. No person shall be entitled to remove public records of the District from the Official Custodian's office for inspection, copying, or any other purpose or reason. Public records of the District shall be:

(c) Subject to inspection in the presence of the Official Custodian or the Official Custodian's designee;

- (d) Appropriately marked by the person making the request;
- (e) Copied after receipt of all required charges therefore; and
- (f) Delivered to the person requesting such records at the office of the Official Custodian within the statutory timeframe and after all charges have been paid.

Copies of public records of the District not picked up at the time set aside by the Official Custodian may be destroyed. In the event a person renews the request for the same public records of the District after failing to pick up previously requested copies, they will be charged for the costs of both records requests.

11. Only the Official Custodian (or designee of the Official Custodian) may copy public records of the District.

12. On behalf of the District, the Official Custodian reserves the right to seek a declaratory judgment, pursuant to Section 13-51-101, et. seq. to determine if a large public records request may be exempted from the statutorily required response time.

13. The Official Custodian may establish such other reasonable regulations as are not inconsistent with this Resolution or with applicable Colorado law, as established and amended from time to time.

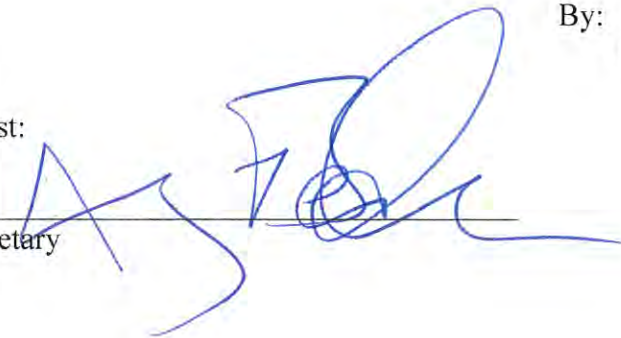
ADOPTED AND APPROVED this 19th day of November, 2013.

GREAT WESTERN PARK METROPOLITAN
DISTRICT NO. 2

By: 

President

Attest:



Secretary

RESOLUTION NO. 2013-11- 5

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
CALLING A REGULAR ELECTION FOR DIRECTORS
ON MAY 6, 2014**

WHEREAS, the term of the office of Director Jeffrey L. Nading shall expire upon the election of his successor at the regular election, to be held on May 6, 2014 (“Election”), and upon such successor taking office; and

WHEREAS, two vacancies currently exist on the Board of Directors of the District; and

WHEREAS, in accordance with the provisions of the Special District Act (“Act”) and the Uniform Election Code (“Code”), the Election must be conducted to elect one (1) Director to serve until the next regular election, to occur on May 3, 2016, and two (2) Directors to serve until the second regular election, to occur on May 8, 2018.

NOW, THEREFORE, be it resolved by the Board of Directors of the Great Western Park Metropolitan District No. 2 (the “District”) of the City and County of Broomfield, State of Colorado, that:

1. Date and Time of Election. The Election shall be held on May 6, 2014, between the hours of 7:00 A.M. and 7:00 P.M. pursuant to and in accordance with the Act, Code, and other applicable laws. At that time one (1) Director shall be elected to serve until the next regular election, to occur on May 3, 2016, and two (2) Directors shall be elected to serve until the second regular election, to occur on May 8, 2018.

2. Precinct. The District shall consist of one (1) election precinct for the convenience of the eligible electors of the District.

3. Conduct of Election. The Election shall be conducted as a mail ballot election in accordance with all relevant provisions of the Code. The Secretary and/or Designated Election Official shall notify the Secretary of State of the District’s decision and submit a plan for conducting the Election, which may be based on the standard plan adopted by the Secretary of State. All mail ballots shall be returned to the office of the Designated Election Official.

4. Designated Election Official. AJ Beckman shall be the Designated Election Official and is hereby authorized and directed to proceed with any action necessary or appropriate to effectuate the provisions of this Resolution and of the Act, Code, or other applicable laws. The Election shall be conducted in accordance with the Act, Code, and other applicable laws. Among other matters, the Designated Election Official shall appoint election judges as necessary, arrange for the required notices of election (either by mail or publication) and printing of ballots, and direct that all other appropriate actions be accomplished.

5. Mail-in Ballot Applications. NOTICE IS FURTHER GIVEN pursuant to Section 1-8-104, C.R.S., that applications for and return of mail-in ballots may be filed with the Designated Election Official of the District, 141 Union Blvd., Suite 150, Lakewood, Colorado

80228, between the hours of 8:00 a.m. and 5:00 p.m., until the close of business on the Friday immediately preceding the Election (May 2, 2014), except that if the applicant wishes to receive the mail-in ballot by mail, the application shall be filed no later than the close of business on the 7th day before the Election (April 29, 2014).

6. Self-Nomination and Acceptance Forms. Self-nomination and acceptance forms are available at the office of the Designated Election Official located at the above address. All candidates must file a self-nomination and acceptance form with the Designated Election Official no later than 3:00 P.M. on February 28, 2014.

7. Cancellation of Election. If the only matter before the electors is the election of Directors of the District and if, at 5:00 P.M. on March 4, 2014, there are not more candidates than offices to be filled at the Election, including candidates timely filing affidavits of intent, the Designated Election Official shall cancel the Election and declare the candidates elected. Notice of such cancellation shall be published and posted in accordance with law.

8. Severability. If any part or provision of this Resolution is adjudged to be unenforceable or invalid, such judgment shall not affect, impair or invalidate the remaining provisions of this Resolution, it being the Board's intention that the various provisions hereof are severable.

9. Repealer. All acts, orders, and resolutions, or parts thereof of the Board which are inconsistent or in conflict with this Resolution are hereby repealed to the extent only of such inconsistency or conflict.

10. Effective Date. The provisions of this Resolution shall take effect as of the date adopted and approved by the Board of Directors of Great Western Park Metropolitan District No. 2.

[SIGNATURE PAGE FOLLOWS]

**[SIGNATURE PAGE TO RESOLUTION CALLING
A REGULAR ELECTION FOR DIRECTORS ON MAY 6, 2014]**

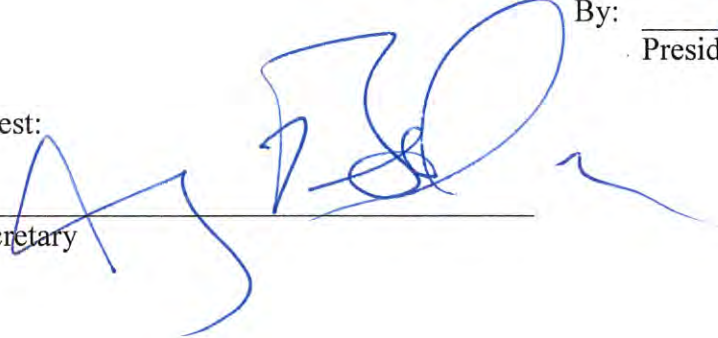
ADOPTED AND APPROVED this 19th day of November, 2013.

GREAT WESTERN PARK METROPOLITAN
DISTRICT NO. 2

By: 

President

Attest:



Secretary