

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 HELD NOVEMBER 17, 2015

A Special 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 17th day of November, 2015, 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
Stuart Horsfall

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

Also In Attendance Were:

AJ Beckman and Kelly Karl; Special District Management Services, Inc.

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

John Simmons; Simmons & Wheeler, P.C.

Diana K. Ten Eyck and Thomas W. "Terry" Ten Eyck; Canyon Pines Metropolitan District

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

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Statements for all of the Directors have been filed, and no additional conflicts were disclosed at the meeting.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed and discussed the proposed Agenda for the District's Special 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 District's 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 taxing electors within its boundaries.

Minutes: The Board reviewed the Minutes from the November 18, 2014 Special Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director McKay and, upon vote, unanimously carried, the Minutes from the November 18, 2014 Special Meeting were approved.

Resolution No. 2015-11-01, Resolution Establishing Regular Meeting Dates, Times and Location and Designating Locations for Posting for 72-Hour and 24-hour Posting Notices: The Board considered Resolution No. 2015-11-01, Resolution Establishing Regular Meeting Dates, Times and Location and Designating Locations for Posting for 72-Hour and 24-hour Posting Notices.

Mr. Beckman reviewed the business to be conducted in 2016 to meet the statutory compliance requirements. The Board, determined to meet on the fourth Tuesday of June and November at 9:00 a.m. at Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado

Following review, upon motion duly made by Director Bradbury, seconded by Director Horsfall and, upon vote, unanimously carried, the Board adopted Resolution

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No. 2015-11-01, Resolution Establishing Regular Meeting Dates, Times and Location and Designating Locations for Posting for 72-Hour and 24-hour Posting Notices, subject to verification of posting locations.

FINANCIAL MATTERS

Unaudited Financial Statements: Ms. Karl reviewed the unaudited financial statements of the District setting forth the cash deposits, investments, budget analysis, and accounts payable vouchers for the period ending October 31, 2015.

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 October 31, 2015 were accepted.

2014 Application for Exemption from Audit: The Board discussed the execution and filing of the Application for Exemption from Audit for 2014.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Horsfall and, upon vote, unanimously carried, the Board ratified the execution and filing of the Application for Exemption from Audit for 2014.

2015 Application for Exemption from Audit: The Board discussed the requirements for an audit.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Horsfall and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare and file an Application for Exemption from Audit for 2015.

2016 Budget Preparation: The Board discussed the preparation of the 2016 Budget.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Horsfall and, upon vote, unanimously carried, the Board ratified the appointment of the District Accountant to prepare the 2016 Budget.

2015 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2015 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 2015 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

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comments from the public in attendance and the public hearing was closed. Following review and discussion, Director McKay moved to adopt the Resolution to Amend 2015 Budget, Director Horsfall seconded the motion and, upon vote, unanimously carried, the Board adopted the Resolution to Amend the 2015 Budget. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

2016 Budget Hearing: The President opened the public hearing to consider the proposed 2016 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2016 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.

Ms. Karl reviewed the estimated 2015 expenditures and proposed 2016 expenditures.

Following discussion, the Board considered the adoption of the Resolutions to Adopt the 2016 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 McKay, seconded by Director Horsfall 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, 2015. 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, 2015. Mr. Beckman was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2016. 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 McKay, seconded by Director Horsfall and, upon vote, unanimously carried, the Board authorized the

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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

Resolution No. 2015-11-05; Calling a Regular Directors Election on May 3, 2016: The Board discussed the upcoming election and Resolution No. 2015-11-05; calling a Regular Directors Election on May 3, 2016.

Following discussion, upon motion duly made by Director McKay, seconded by Director Horsfall and, upon vote, unanimously carried, the Board adopted Resolution No. 2015-11-05; calling a Regular Directors Election on May 3, 2016, appointed Mr. Beckman as the Designated Election Official, and authorized him to perform all tasks required for the May 3, 2016 Regular Election of the Board of Directors for the conduct of a mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

Resolution No. 2015-11-06; Resolution Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule: Attorney Becher reviewed with the Board Resolution No. 2015-11-06; Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Horsfall and, upon vote, unanimously carried, the Board adopted Resolution No. 2015-11-06; Regarding the Retention and Disposal of Public Records and Adopting a Public Records Retention Schedule. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

CONSTRUCTION

Construction and Acceptance of Improvements Costs: There was no update to provide at this time.

OTHER BUSINESS

§32-1-809, C.R.S. Transparency Notice - Reporting Requirements, Mode of Eligible Elector Notification for 2016: The Board discussed §32-1-809, C.R.S. reporting requirements and mode of eligible elector notification for the 2016 Transparency Notice.

Following discussion, upon motion duly made by Director McKay, seconded by Director Horsfall and, upon vote, unanimously carried, the Board determined to post

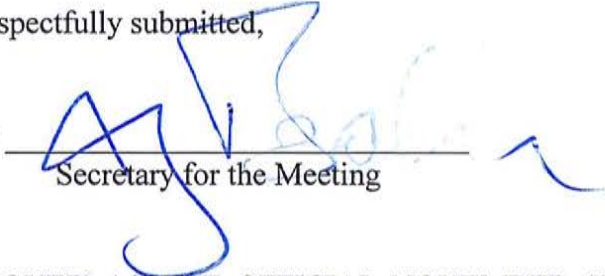
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the required transparency notice information on the Special District Association's website to satisfy the statutory requirement.


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.

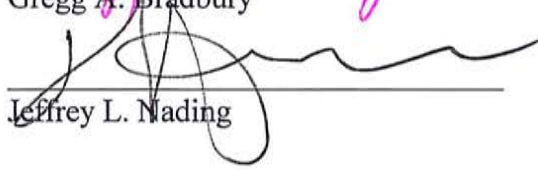
Respectfully submitted,

By 
Secretary for the Meeting

THESE MINUTES APPROVED AS THE OFFICIAL NOVEMBER 17, 2015 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

RESOLUTION NO. 2015-11- 01

**RESOLUTION OF THE BOARD OF DIRECTORS OF
GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
ESTABLISHING REGULAR MEETING DATES, TIME AND LOCATION, AND
DESIGNATING LOCATIONS FOR POSTING OF 72-HOUR AND 24-HOUR NOTICES**

A. Pursuant to Section 32-1-903, C.R.S., special districts are required to designate a schedule for regular meetings, indicating the dates, time and location of said meetings.

B. Pursuant to Section 24-6-402(2)(c), C.R.S., special districts are required to designate annually at the board of directors of the district's first regular meeting of each calendar year, the place at which notice will be posted at least 24 hours prior to each meeting.

C. Pursuant to Section 32-1-903, C.R.S., special districts are required to post notices of regular and special meetings at three (3) public places within the district and at the office of the County Clerk and Recorder at least 72 hours prior to said meeting.

D. Pursuant to Section 32-1-903, C.R.S., all special and regular meetings of the board shall be held at locations which are within the boundaries of the district or which are within the boundaries of any county in which the district is located, in whole or in part, or in any county so long as the meeting location does not exceed twenty (20) miles from the district boundaries unless such provision is waived.

E. The provisions of Section 32-1-903, C.R.S., may be waived if: (1) the proposed change of location of a meeting of the board appears on the agenda of a regular or special meeting; and (2) a resolution is adopted by the board stating the reason for which a meeting is to be held in a location other than under Section 32-1-903(1), C.R.S., and further stating the date, time and place of such meeting.

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. That the provisions of Section 32-1-903(1), C.R.S., be waived pursuant to the adoption of this Resolution.

2. That the Board of Directors (the "**District Board**") has determined that conducting regular and special meetings pursuant to Section 32-1-903(1), C.R.S., would be inconvenient and costly for the Directors and consultants of the District in that they live and/or work outside the twenty (20) mile radius requirement.

3. That regular meetings of the District Board of the Great Western Park Metropolitan District No. 2 for the year 2016 shall be held on fourth Tuesday in June and November at 9:00 a.m., at the offices of Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado in Jefferson County, Colorado.

4. That special meetings of the District Board shall be held as often as the needs of the District require, upon notice to each Director.

5. That, until circumstances change and a future resolution of the District Board so designates, the location of all special and regular meetings of the District Board shall appear on the agenda(s) of said special and regular meetings.

6. That the residents and taxpaying electors of the District shall be given an opportunity to object to the meeting(s), location(s) and any such objections shall be considered by the District Board in setting future meetings.

7. Notice of Meetings of the District Board required pursuant to Section 24-6-402(2)(c), C.R.S., shall be posted within the boundaries of the District at least 24 hours prior to each meeting at the following location:

(a) Median at Skystone Pkwy & W. Montane Drive

8. Notices of regular and special meetings required to be posted at three (3) public places within the District and at the office of the County Clerk and Recorder at least 72 hours prior to said meeting shall be made pursuant to Section 32-1-903, C.R.S., at the following locations:

- (a) Median at Skystone Pkwy & W. Montane Drive
- (b) Southeast Corner of Graphite Street & Meadowlark Lane
- (c) Corner of Red Fox Way & Meadowlark Lane

9. Special District Management Services, Inc., 141 Union Boulevard, Suite 150, Lakewood, Colorado, or his/her designee, is hereby appointed to post the above-referenced notices.

RESOLUTION APPROVED AND ADOPTED on November 17, 2015.

**GREAT WESTERN PARK
METROPOLITAN DISTRICT NO. 2**

By: _____

President

Attest:

Secretary

RESOLUTION TO AMEND 2015 BUDGET
GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2

WHEREAS, the Board of Directors of the Great Western Park Metropolitan District No. 2 budgeted and appropriated funds for the fiscal year 2015 as follows:

General Fund	\$	5,573
Debt Service Fund	\$	39,057
Capital Projects Fund	\$	6,000,000

WHEREAS, the necessity has arisen for additional expenditures in the Debt Service Fund requiring the unanticipated expenditure of funds in excess of those appropriated for the fiscal year 2015; and

WHEREAS, the expenditure of such funds is a contingency which could not have been reasonably foreseen at the time of adoption of the budget; and

WHEREAS, funds are available for such expenditures in the Debt Service Fund from specific ownership taxes.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the Great Western Park Metropolitan District No. 2 shall and hereby does amend the adopted Budget for the fiscal year 2015 and adopts a supplemental budget and appropriation for the Debt Service fund for the fiscal year 2015, as follows:

Debt Service Fund	\$	41,000
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BE IT FURTHER RESOLVED, that such sums are hereby appropriated from the revenues of the District to the proper funds for the purposes stated.

DATED this 17th day of November, 2015.

GREAT WESTERN PARK METROPOLITAN
DISTRICT NO. 2

By: _____

Secretary

RESOLUTION NO. 2015 - 11 - 03
A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
TO ADOPT THE 2016 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 2016 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, 2015, 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 17, 2015, 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:

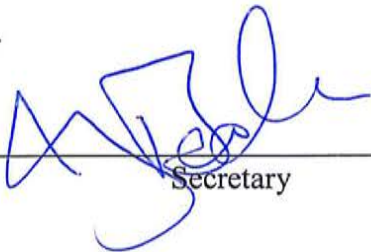
1. That the budget as submitted, amended, and summarized by fund, hereby is approved and adopted as the budget of the Great Western Park Metropolitan District No. 2 for the 2016 fiscal year.

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 17th day of November, 2015.





Secretary

EXHIBIT A
(Budget)

GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2

2016 Budget Message

Introduction

The 2016 budget was prepared in accordance with the Local Government Budget Law of Colorado. The budget reflects the projected spending plan for the 2016 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 2015 assessed value increased to \$2,968,340. The District certified a 2015 General Fund mill levy of 40.232 mills, for collection in 2016 with 5.000 mills dedicated to the General Fund and 35.232 mills to the Debt Service Fund.

The District was 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

The 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 2016 is from transfers to District No. 1.

The 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.

The Capital Projects Fund is used to account for revenues and expenditures to complete capital projects such as new improvements and upgrades to existing infrastructure. The primary source of revenue comes from a developer advance.

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 revenues in the General Fund.

GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
Assessed Value, Property Tax and Mill Levy Information

	2014 Actual	2015 Adopted Budget	2016 Adopted Budget
Assessed Valuation	\$ 5,150	\$ 1,074,500	\$ 2,968,340
Mill Levy			
General Fund	5.000	5.000	5.000
Debt Service Fund	35.232	35.232	35.232
Temporary Mill Levy Reduction	-	-	-
Refunds and Abatements	-	-	-
Total Mill Levy	<u>40.232</u>	<u>40.232</u>	<u>40.232</u>
Property Taxes			
General Fund	\$ 26	\$ 5,373	\$ 14,842
Debt Service Fund	181	37,857	104,581
Temporary Mill Levy Reduction	-	-	-
Refunds and Abatements	-	-	-
Actual/Budgeted Property Taxes	<u>\$ 207</u>	<u>\$ 43,230</u>	<u>\$ 119,423</u>

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

DEBT SERVICE FUND

2016 Adopted Budget

with 2014 Actual, 2015 Adopted Budget, 2015 Amended Budget and 2015 Estimated Budget

	2014 Actual	2015 Adopted Budget	2015 Amended Budget	2015 Estimated Budget	2016 Adopted Budget
BEGINNING FUND BALANCE	\$ -	\$ -	\$ -	\$ -	\$ -
REVENUE					
Property Tax Revenue	180	37,857	37,856	37,856	104,581
Specific Ownership Taxes	4	1,200	2,180	2,180	2,180
Interest Income	-	-	14	14	-
Total Revenue	184	39,057	40,050	40,050	106,761
Total Funds Available	184	39,057	40,050	40,050	106,761
EXPENDITURES					
Treasurer's Fees	3	568	568	568	1,569
Transfer to Dist. No. 1	181	38,489	39,482	39,482	105,192
Total Expenditures	184	39,057	40,050	40,050	106,761
Total Expenditures Requiring Appropriation	184	39,057	40,050	40,050	106,761
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ -	\$ -

GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2

CAPITAL PROJECTS FUND

2016 Adopted Budget

with 2014 Actual, 2015 Adopted Budget, and 2015 Estimated Budget

	2014 Actual	2015 Adopted Budget	2015 Estimated Budget	2016 Adopted Budget
BEGINNING FUND BALANCE	\$ -	\$ -	\$ -	\$ -
REVENUE				
Developer Advance	-	6,000,000	-	6,000,000
Total Revenue	-	6,000,000	-	6,000,000
Total Funds Available	-	6,000,000	-	6,000,000
EXPENDITURES				
Capital Outlay	-	6,000,000	-	6,000,000
Total Expenditures	-	6,000,000	-	6,000,000
Total Expenditures Requiring Appropriation	-	6,000,000	-	6,000,000
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 2016, duly adopted at a meeting of the Board of Directors of the Great Western Park Metropolitan District No. 2 held on November 17, 2015.

By:  _____
Secretary

RESOLUTION NO. 2015 - 11 - 04
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 2016 annual budget in accordance with the Local Government Budget Law on November 17, 2015; and

WHEREAS, the adopted budget is attached to the Resolution of the Board of Directors to Adopt the 2016 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 2016 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 2016 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 17th day of November, 2015.



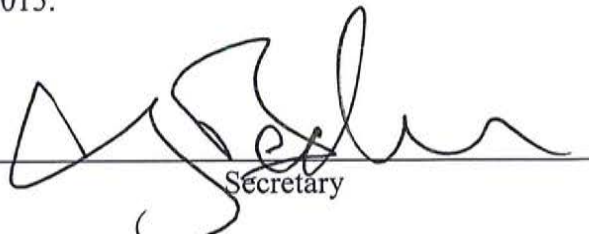

Secretary

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 \$ 2,968,340 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: \$ 2,968,340 (NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)
USE VALUE FROM FINAL CERTIFICATION OF VALUATION PROVIDED BY ASSESSOR NO LATER THAN DECEMBER 10

Submitted: 12/15/2015 for budget/fiscal year 2016
(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>14,842</u>
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< <u> </u> > mills	\$ < <u> </u> >
SUBTOTAL FOR GENERAL OPERATING:	<u>5.000</u> mills	\$ <u>14,842</u>
3. General Obligation Bonds and Interest ^J	<u> </u> mills	\$ <u> </u>
4. Contractual Obligations ^K	<u>35.232</u> mills	\$ <u>104,581</u>
5. Capital Expenditures ^L	<u> </u> mills	\$ <u> </u>
6. Refunds/Abatements ^M	<u> </u> mills	\$ <u> </u>
7. Other ^N (specify): <u> </u>	<u> </u> mills	\$ <u> </u>
	<u> </u> mills	\$ <u> </u>
TOTAL: [Sum of General Operating Subtotal and Lines 3 to 7]	<u>40.232</u> mills	\$ <u>119,423</u>

Contact person: (print) AJ Beckman Daytime phone: (303) 987-0835
Signed: Kelley R. Karl 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) 864-7720.

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: \$104,581

- 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. 2015-11-05

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
CALLING A REGULAR ELECTION FOR DIRECTORS
ON MAY 3, 2016 (THE "ELECTION")**

A. The terms of the offices of Directors Steven J. Nading, Gregg A. Bradbury, and Charles C. McKay shall expire upon the election of their successors at the regular election, to be held on May 3, 2016, and upon such successors taking office.

B. In accordance with the provisions of the Special District Act ("**Act**") and the Uniform Election Code ("**Code**"), the Election must be conducted to elect three (3) Directors to serve until the second regular election, to occur May, 2020.

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, Colorado:

1. Date and Time of Election. The Election shall be held on May 3, 2016, 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, three (3) Directors shall be elected to serve until the second regular election, to occur May, 2020.

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 an independent mail ballot election in accordance with all relevant provisions of the Code. The Designated Election Official shall have on file, no later than fifty-five (55) days prior to the Election, a plan for conducting the independent mail ballot Election.

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 1-13.5-1002, 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, CO 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 (April 29, 2016).

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 26, 2016.

7. Cancellation of Election. If the only matter before the electors is the election of Directors of the District and if, at close of business (5:00 P.M.) on March 1, 2016, 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 of Director's intention that the various provisions hereof are severable.

9. Repealer. All acts, orders and resolutions, or parts thereof, of the Board of Directors 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 the District.

RESOLUTION APPROVED AND ADOPTED on November 17, 2015.

GREAT WESTERN PARK METROPOLITAN
DISTRICT NO. 2

By: _____

President

Attest:

Secretary

RESOLUTION NO. 2015-11-06

**A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
REGARDING THE RETENTION AND DISPOSAL OF PUBLIC RECORDS AND
ADOPTING A PUBLIC RECORDS RETENTION SCHEDULE**

A. Great Western Park Metropolitan District No. 2 (the “**District**”) is a quasi-municipal corporation and political subdivision of the State of Colorado.

B. The District recognizes a need for a comprehensive records retention policy and schedule for the District’s non-permanent records and the retention of those records that have long-term administrative, fiscal and historical value including, but not limited to those described in Section 24-80-101, C.R.S., as may be amended from time to time (“**Records**”).

C. Under the authority granted by Part 1, Article 80, Title 24, C.R.S, the Colorado State Archives, Division of the Department of Personnel, has created a records retention schedule for Colorado special districts, as may be amended from time to time, for use by special districts, which sets forth a timeline for retaining the Records (“**Retention Schedule**”).

D. The District desires to set forth in this Resolution the policy with regard to the retention of the Records of the District.

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

1. The District hereby adopts the Retention Schedule, as the District’s minimum standard for the retention of the Records.

2. The Official Custodian as defined and designated by the District’s Resolution Regarding Colorado Open Records Act Requests, as such resolution may be amended from time to time, shall also maintain a copy of the Retention Schedule on file for review and distribution, as necessary.

3. The Official Custodian is hereby authorized to retain the Records in accordance with the Retention Schedule.

4. No Records may be destroyed pursuant to the Retention Schedule, so long as such Records pertain to any pending legal case, claim, action or audit involving the District or if the District’s general counsel determines such Records should be retained for other purposes. Further, if the Official Custodian is unsure whether any Records should be destroyed, the Official Custodian may contact the District’s general counsel for advice, prior to destruction of said Records.

5. Records of the District shall be destroyed using secure methods of destruction.

RESOLUTION ADOPTED AND APPROVED on November 17, 2015.

**GREAT WESTERN PARK
METROPOLITAN DISTRICT NO. 2**

By: 

President

Attest:



Secretary