

RECORD OF PROCEEDINGS

MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 HELD NOVEMBER 29, 2011

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 29th day of November, 2011, at 9:00 A.M., at the offices of 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
Brian Daly
Jeff L. Nading

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Daly and, upon vote, unanimously carried, the absence of Creig Veldhuizen was excused.

Also In Attendance Were:

AJ Beckman and George Turtle; Special District Management Services, Inc.

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

John Simmons; Simmons & Wheeler, P.C.

Diana Ten Eyck; Jefferson Center Metropolitan District No. 2

Chris Elliott; Mountain Shadows Metropolitan District

Mark Mitchell; Jefferson Center Metropolitan District No. 2, Vauxmont Metropolitan District and Cimarron Metropolitan District

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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.

ADMINISTRATIVE MATTERS

Agenda: The Board reviewed and discussed the proposed Agenda for the Districts' Special Meeting.

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

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 Daly 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 September 20, 2011 Special Meeting and the September 30, 2011 Special Meeting.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Daly and, upon vote, unanimously carried, the Minutes from the September 20, 2011 Special Meeting and the September 30, 2011 Special Meeting were approved.

2012 Meeting Dates: Mr. Beckman reviewed the business to be conducted in 2012 to meet the statutory compliance requirements.

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Following discussion, the Board determined to meet on the fourth Tuesday of every month at 9:00 a.m. at the office of the District.

December 27, 2011 Regular Meeting: The Board discussed cancelling the December 27, 2011 Regular Meeting due to Holiday conflict.

Following discussion, the Board determined to cancel the December 27, 2011 Regular Meeting due to Holiday conflict.

FINANCIAL MATTERS

Unaudited Financial Statements: Mr. Beckman 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, 2011.

Following review, upon motion duly made by Director Bradbury, seconded by Director Nading and, upon vote, unanimously carried, the unaudited financial statements for the period ending October 31, 2011 were accepted.

2011 Budget Amendment Hearing: The President opened the public hearing to consider the Resolution to Amend the 2011 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 2011 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 review and discussion, the Board determined that a 2011 Budget Amendment was not needed.

2012 Budget: The President opened the public hearing to consider the proposed 2012 Budget and discuss related issues.

It was noted that publication of Notice stating that the Board would consider adoption of the 2012 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 2011 expenditures and the proposed 2012 expenditures.

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Following discussion, the Board considered the adoption of the Resolutions to Adopt the 2012 Budget, 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) and Appropriate Sums of Money. Upon motion duly made by Director Bradbury, seconded by Director Nading and, upon vote, unanimously carried, the Resolutions were adopted, subject to reconciliation of the cash flow analysis by the District's accountant such that the report will comport with the Budget, 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, 2011. 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, 2011. Mr. Beckman was also authorized to transmit the Certification of Budget to the Division of Local Government not later than January 30, 2012. 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 Daly 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.

2011 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 Daly and, upon vote, unanimously carried, the Board authorized the District Accountant to prepare an Application for Exemption from Audit for 2011.

LEGAL MATTERS

Resolution to Call the May 8, 2012 Regular Election: The Board discussed the upcoming election and Resolution No. 2011-11-04 to Call the May 8, 2012 Election.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Nading and, upon vote, unanimously carried, the Board adopted Resolution No. 2011-11-04 to Call the May 8, 2012 Election and appointed AJ Beckman as the Designated Election Official and authorized him to perform all tasks required for the May 8, 2012 Regular Election of the Board of Directors for the conduct of a polling

RECORD OF PROCEEDINGS

place/mail ballot election. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

OTHER MATTERS

§32-1-809, C.R.S. Reporting Requirements, Mode of Eligible Elector Notification for 2012 and Updated Boundary Map for Submission to County Clerk and Recorder and to the Division of Local Government to Comply with Mapping Requirements of §32-1-306, C.R.S. The Board discussed §32-1-809 C.R.S. reporting requirements and mode of eligible elector notification for 2012 and considered authorizing the District's Engineer to update the boundary map for submission to the City and County of Broomfield Clerk and Recorder and to the Division of Local Government to comply with the mapping requirements of §32-1-306, C.R.S.

Following discussion, upon motion duly made by Director Bradbury, seconded by Director Nading and, upon vote, unanimously carried, the Board determined to post the required transparency notice information on the Special District Association's website.

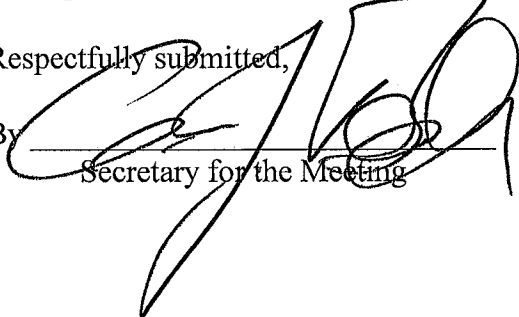
Proposal from Martin/Martin, Inc. for Updated Boundary Map: No action was taken.

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.

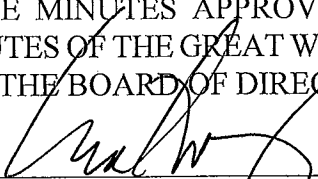
Respectfully submitted,

By


Secretary for the Meeting

RECORD OF PROCEEDINGS

THESE MINUTES APPROVED AS THE OFFICIAL NOVEMBER 29, 2011
MINUTES OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO.
2 BY THE BOARD OF DIRECTORS SIGNING BELOW:

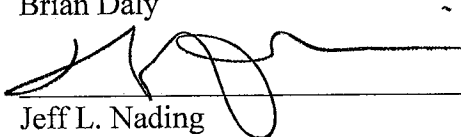


Charles Church McKay



Gregg A. Bradbury

Brian Daly



Jeff L. Nading

Creig Veldhuizen

A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
TO ADOPT THE 2012 BUDGET

WHEREAS, the Board of Directors of the Great Western Park Metropolitan District No. 2 has appointed the District Accountant to prepare and submit a proposed 2012 budget to the Board at the proper time; and

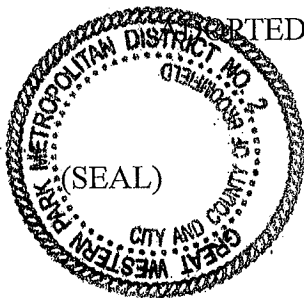
WHEREAS, upon due and proper notice, published or posted in accordance with the law, said proposed budget was open for inspection by the public at a designated place, a public hearing was held on November 29, 2011, and interested electors were given the opportunity to file or register any objections 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

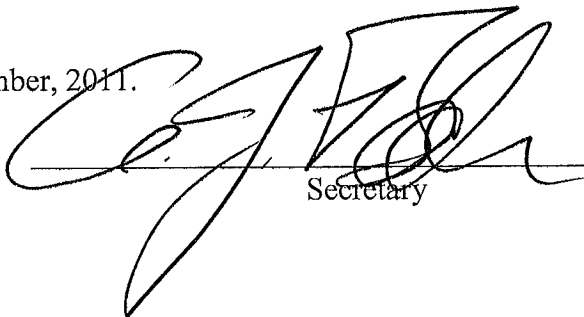
WHEREAS, whatever increases may have been made in the expenditures, like increases were added to the revenues so that the budget remains in balance, as required by law.

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 2012 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.



ADOPTED this 29th day of November, 2011.


Secretary

A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
TO APPROPRIATE SUMS OF MONEY

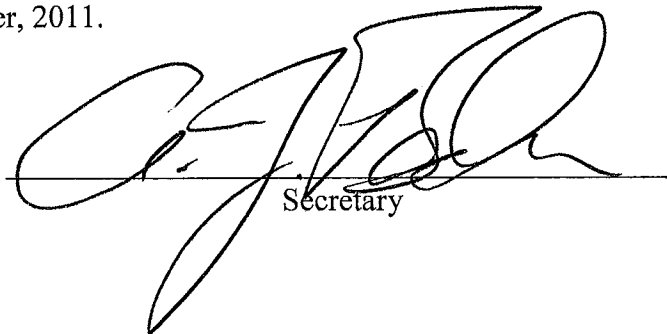
WHEREAS, the Board of Directors of the Great Western Park Metropolitan District No. 2 has adopted the 2012 annual budget in accordance with the Local Government Budget Law on November 29, 2011; and

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 that the sums set forth as the total expenditures of each fund on 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 29th day of November, 2011.



Secretary

EXHIBIT A
(Budget)

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

	2010 Actual	2011 Adopted Budget	2012 Adopted Budget
Assessed Valuation	\$ 4,670	\$ 4,860	\$ 4,860
Mill Levy			
General Fund	40.232	40.232	5.000
Debt Service Fund	0.000	0.000	35.232
Temporary Mill Levy Reduction	0.000	0.000	0.000
Refunds and Abatements	0.000	0.000	0.000
Total Mill Levy	<u>40.232</u>	<u>40.232</u>	<u>40.232</u>
Property Taxes			
General Fund	\$ -	\$ 196	\$ 24
Debt Service Fund	-	-	171
Temporary Mill Levy Reduction	-	-	-
Refunds and Abatements	-	-	-
Actual/Budgeted Property Taxes	<u>\$ -</u>	<u>\$ 196</u>	<u>\$ 195</u>

Great Western Park Metropolitan District No. 2

**GENERAL FUND
2012 ADOPTED BUDGET**

with 2010 Actual, 2011 Adopted Budget, 2011 Estimated Budget, and 2012 Adopted Budget

	2010 Actual	2011 Adopted Budget	2011 Estimated	2012 Adopted Budget
BEGINNING FUND BALANCE	129	300	160	141
REVENUE				
Property Tax Revenue	189	196	196	24
Specific Ownership Taxes	-	-	-	-
Transfer from Dist. No. 1	5,101	10,000	4,100	5,231
Interest Income	100	-	-	-
Total Revenue	5,390	10,196	4,296	5,255
Total Funds Available	5,519	10,496	4,456	5,396
EXPENDITURES				
Accounting	-	500	-	500
Audit	-	500	-	500
Director's Fees	-	-	-	-
Election	431	1,000	-	-
Insurance/SDA Dues	200	2,000	100	100
Legal	-	2,000	-	-
Statutory Compliance	232	1,500	12	500
Management	4,388	2,000	4,000	3,000
Engineering	-	-	-	-
Miscellaneous	105	600	200	500
Payroll Taxes	-	-	-	-
Treasurer's Fees	3	3	3	-
Contingency	-	78	-	134
Transfer to Dist. No. 2	-	-	-	-
Transfer to Dist. No. 1	-	-	-	-
Transfer to Dist. No. 3	-	-	-	-
Total Expenditures	5,359	10,181	4,315	5,234
Emergency Reserve	-	315	-	162
Total Expenditures Requiring Appropriation	5,359	10,496	4,315	5,396
ENDING FUND BALANCE	\$ 160	\$ -	\$ 141	\$ -

Great Western Park Metropolitan District No. 2

DEBT SERVICE FUND
2012 ADOPTED BUDGET

with 2010 Actual, 2011 Adopted Budget, 2011 Estimated Budget, and 2012 Adopted Budget

	2010 Actual	2011 Adopted Budget	2011 Estimated	2012 Adopted Budget
BEGINNING FUND BALANCE	-	-	-	-
REVENUE				
Property Tax Revenue	-	-	-	171
Specific Ownership Taxes	-	-	-	10
Total Revenue	-	-	-	181
Total Funds Available	-	-	-	181
EXPENDITURES				
Treasurer's Fees	-	-	-	3
Transfer to Dist. No. 1	-	-	-	178
Total Expenditures	-	-	-	181
Total Expenditures Requiring Appropriation	-	-	-	181
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ -

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

WHEREAS, the Board of Directors of the Great Western Park Metropolitan District No. 2 has adopted the 2012 annual budget in accordance with the Local Government Budget Law on November 29, 2011; and

WHEREAS, the amount of money necessary to balance the budget attached hereto as Exhibit A and incorporated herein by reference for general fund expenses from property tax revenue is identified on the attached budget; and

WHEREAS, the amount of money necessary to balance the budget attached hereto as Exhibit A and incorporated herein by reference for debt service fund expenses from property tax revenue is identified on the attached budget; and

WHEREAS, the 2011 valuation for assessment for the District, as certified by the Assessor for City and County of Broomfield is attached hereto as Exhibit B and incorporated herein by reference.

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 2012 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 attached budget, to raise the required revenue.

2. That for the purposes of meeting all debt service fund expenses of the District during the 2012 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 attached budget, to raise the required revenue.

3. That the District 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 attached budget, but as 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 29th day of November, 2011.

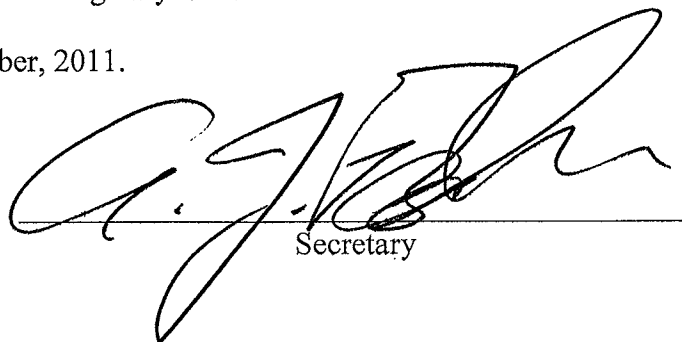

Secretary



EXHIBIT A
(Budget)

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Debt Service Fund	0.000	0.000	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	\$ -	\$ 196	\$ 24
Debt Service Fund	-	-	171
Temporary Mill Levy Reduction	-	-	-
Refunds and Abatements	-	-	-
Actual/Budgeted Property Taxes	\$ -	\$ 196	\$ 195

Great Western Park Metropolitan District No. 2

GENERAL FUND
2012 ADOPTED BUDGET

with 2010 Actual, 2011 Adopted Budget, 2011 Estimated Budget, and 2012 Adopted Budget

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REVENUE				
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Interest Income	100	-	-	-
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EXPENDITURES				
Accounting	-	500	-	500
Audit	-	500	-	500
Director's Fees	-	-	-	-
Election	431	1,000	-	-
Insurance/SDA Dues	200	2,000	100	100
Legal	-	2,000	-	-
Statutory Compliance	232	1,500	12	500
Management	4,388	2,000	4,000	3,000
Engineering	-	-	-	-
Miscellaneous	105	600	200	500
Payroll Taxes	-	-	-	-
Treasurer's Fees	3	3	3	-
Contingency	-	78	-	134
Transfer to Dist. No. 2	-	-	-	-
Transfer to Dist. No. 1	-	-	-	-
Transfer to Dist. No. 3	-	-	-	-
Total Expenditures	5,359	10,181	4,315	5,234
Emergency Reserve	-	315	-	162
Total Expenditures Requiring Appropriation	5,359	10,496	4,315	5,396
ENDING FUND BALANCE	\$ 160	\$ -	\$ 141	\$ -

Great Western Park Metropolitan District No. 2

DEBT SERVICE FUND
2012 ADOPTED BUDGET

with 2010 Actual, 2011 Adopted Budget, 2011 Estimated Budget, and 2012 Adopted Budget

	2010 Actual	2011 Adopted Budget	2011 Estimated	2012 Adopted Budget
BEGINNING FUND BALANCE	-	-	-	-
REVENUE				
Property Tax Revenue	-	-	-	171
Specific Ownership Taxes	-	-	-	10
Total Revenue	-	-	-	181
Total Funds Available	-	-	-	181
EXPENDITURES				
Treasurer's Fees	-	-	-	3
Transfer to Dist. No. 1	-	-	-	178
Total Expenditures	-	-	-	181
Total Expenditures Requiring Appropriation	-	-	-	181
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ -

EXHIBIT B
(Certification of Assessed Valuation)

AMENDED CERTIFICATION OF VALUES

Name of Jurisdiction: **GREAT WESTERN PARK METRO 2**

New District: **N**

USE FOR STATUTORY PROPERTY TAX REVENUE LIMIT CALCULATIONS (5.5% LIMIT) ONLY

In accordance with 39-5-121(2)(a) and 39-5-128(1), C.R.S., The total Assessed Valuations for taxable year 2011 In Broomfield On **DECEMBER 1, 2011** Are:

Previous Year's Net Total Assessed Valuation:	\$	4,860
Current Year's Gross Total Assessed Value ‡ :	\$	4,860
(-) Less TIF district increment, if any:	\$	0
Current year's net total assessed valuation:	\$	4,860
New Construction *:	\$	0
Increased production of producing mine **:	\$	0
Annexations/Inclusions:	\$	0
Previously exempt federal property **:	\$	0
New primary Oil or Gas production from any oil and gas leasehold or land (29-1-301(1)(b) C.R.S.) ***:	\$	0
Taxes collected last year on omitted property as of AUGUST 1 (29-1-301(1)(a) C.R.S.):	\$	0.00
Taxes abated and refunded as of AUGUST 1 (29-1-301(1)(a) and 39-10-114(1)(a)(I)(B) C.R.S.):	\$	0.00

‡ This value reflects personal property exemptions IF enacted by the jurisdiction as authorized by Art. X, Sec. 20(8)(b), Colo. Constitution
 * New Construction is defined as: Taxable real property structures and the personal property connected with the structure.

*** Jurisdiction must submit a certification to the Division of Local Government in order for a value to be accrued. (DLG52 & 52A)

**** Jurisdiction must submit an application to the Division of Local Government in order for a value to be accrued. (DLG 52B)

USE FOR 'TABOR' LOCAL GROWTH CALCULATIONS ONLY

In Accordance with the Art.X, Sec20, Colorado Constitution and 39-5-121(2)(b),C.R.S. The Actual Valuations for the Taxable Year 2011 In Broomfield On **DECEMBER 1, 2011** Are:

Current Year's Total Actual Value of All Real Property *:	\$	14,750
ADDITIONS TO TAXABLE REAL PROPERTY:	\$	0
Construction of taxable real property improvements **:	\$	0
Annexations/Inclusions:	\$	0
Increased mining production ***:	\$	0
Previously exempt property:	\$	0
Oil or Gas production from a new well:	\$	0
Taxable real property omitted from the previous year's tax warrant.(Only the most current year value can be reported) :	\$	0
DELETIONS FROM TAXABLE REAL PROPERTY:	\$	0
Destruction of taxable real property improvements:	\$	0
Disconnection/Exclusion:	\$	0
Previously taxable property:	\$	0

* This includes the actual value of all taxable real property plus the actual value of religious, private schools, and charitable real property.

** Construction is defined as newly constructed taxable real property structures.

*** Includes production from a new mine and increase in production of a producing mine.

Elise LoSasso

From: Linda Frazier <LFrazier@ci.broomfield.co.us>
Sent: Tuesday, December 13, 2011 3:29 PM
To: Elise LoSasso
Subject: RE: ****REVISED**** Great Western Park Metropolitan District; 2012 Mill Levy Certification

Elise,

It is received!

Thanks,

Linda

From: Elise LoSasso [<mailto:elosasso@sdmsi.com>]
Sent: Tuesday, December 13, 2011 3:18 PM
To: Linda Frazier
Cc: dlq-filing@state.co.us; Craig Sorensen (csorensen@mcgeadysisneros.com)
Subject: ****REVISED**** Great Western Park Metropolitan District; 2012 Mill Levy Certification

To Whom It May Concern:

Attached is the **REVISED** 2012 Mill Levy Certification form regarding the above-referenced District.
Please send a confirmation of receipt.

Please feel free to contact me with any questions.

Thank you,

Elise LoSasso

Special District Management Services, Inc.

141 Union Boulevard | Suite 150

Lakewood | CO | 80228

elosasso@sdmsi.com

DID: 303.987.0835

Fax: 303.987.2032

Elise LoSasso

From: Elise LoSasso
Sent: Monday, December 12, 2011 12:39 PM
To: lfrazier@broomfield.org
Cc: dlq-filing@state.co.us; Craig Sorensen (csorensen@mcgeadysisneros.com)
Subject: Great Western Park Metropolitan District No. 2; 2012 Mill Levy Certification
Attachments: Great Western Park Metropolitan District No. 2 2012 Mill Levy Certification Transmittal Letter.pdf; Great_Western_Park_Metropolitan_District_No. 2(66089)2012_Mill_Levy_Certification.pdf

To Whom It May Concern:

Attached is the 2012 Mill Levy Certification Transmittal Letter as well as the completed 2012 Mill Levy Certification form regarding the above-referenced district.

Please feel free to contact me with any questions.

Thank you,

Elise LoSasso

Special District Management Services, Inc.

141 Union Boulevard | Suite 150

Lakewood | CO | 80228

elosasso@sdmsi.com

DID: 303.987.0835

Fax: 303.987.2032

GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2

141 Union Boulevard, Suite 150
Lakewood, Colorado 80228-1898
Tel: 303-987-0835 □ 800-741-3254
Fax: 303-987-2032

December 12, 2011

Board of County Commissioners
City and County of Broomfield
Attn: Linda Frazier
One DesCombes Drive
Broomfield, CO 80020

VIA E-MAIL: lfrazier@broomfield.org

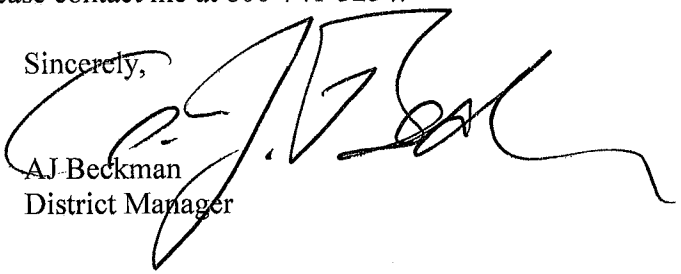
Re: Great Western Park Metropolitan District No. 2;
Certification of Mill Levies

Dear Commissioners:

Enclosed herewith is the Certification of Mill Levies for the 2012 fiscal year, as duly certified by the Board of Directors of the Great Western Park Metropolitan District No. 2. Please sign the receipt below and return it via facsimile to 303-987-2032 or via e-mail to elosasso@sdmsi.com.

If you have any questions, please contact me at 800-741-3254.

Sincerely,


AJ Beckman
District Manager

Enclosure

cc: Division of Local Government
McGeady Sisneros, P.C. - Craig Sorensen

The above referenced Certification of Mill Levies was received by the Board of County Commissioners of the City and County of Broomfield on this ____ day of December, 2011.

BOARD OF COUNTY COMMISSIONERS
OF THE CITY AND COUNTY OF
BROOMFIELD

By _____

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

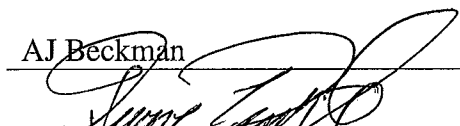
of the Great Western Park Metropolitan District No. 2,
(local government)^C

Hereby officially certifies the following mills to be levied against the taxing entity's GROSS \$ 4,860 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: \$ 4,860 (NET^G assessed valuation, Line 4 of the Certification of Valuation Form DLG 57)

Submitted: 12/15/2011 for budget/fiscal year 2012.
(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	5.000 mills	\$ 24
2. <Minus> Temporary General Property Tax Credit/ Temporary Mill Levy Rate Reduction ^I	< > mills	\$ < - >
SUBTOTAL FOR GENERAL OPERATING:	5.000 mills	\$ 24
3. General Obligation Bonds and Interest ^J	mills	\$
4. Contractual Obligations ^K	35.232 mills	\$ 171
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	\$ 195

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: \$171

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

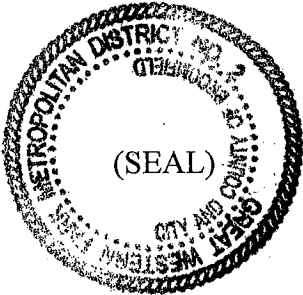
Use multiple copies of this page as necessary to separately report all bond and contractual obligations per 32-1-1603, C.R.S.

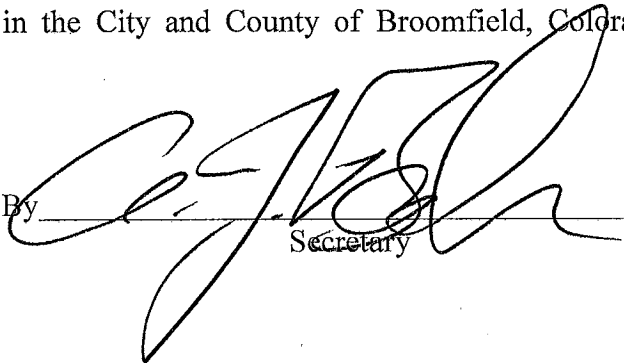
CERTIFICATION OF BUDGET

TO: THE DIVISION OF LOCAL GOVERNMENT

This is to certify that the budget, attached hereto, is a true and accurate copy of the budget for Great Western Park Metropolitan District No. 2, for the budget year ending December 31, 2012, as adopted on November 29, 2011.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Great Western Park Metropolitan District No. 2 in the City and County of Broomfield, Colorado, this 29th day of November, 2011.



By  Secretary

GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2

2012 Budget Message

Introduction

The budget reflects the projected spending plan for the 2012 fiscal year based on available revenues. This budget provides for the general operation of the District and facilitation of capital project expenditures.

The primary sources of revenue include property taxes and transfers from District No. 1.

The District's 2011 assessed value remained the same at \$4,860. The District certified a 2011 General Fund mill levy of 40.232 mills, for collection in 2012 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 General Fund's primary sources of revenue are transfers from District No. 1, property taxes and specific ownership taxes.

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

	2010 Actual	2011 Adopted Budget	2012 Adopted Budget
Assessed Valuation	\$ 4,670	\$ 4,860	\$ 4,860
Mill Levy			
General Fund	40.232	40.232	5.000
Debt Service Fund	0.000	0.000	35.232
Temporary Mill Levy Reduction	0.000	0.000	0.000
Refunds and Abatements	0.000	0.000	0.000
Total Mill Levy	<u>40.232</u>	<u>40.232</u>	<u>40.232</u>
Property Taxes			
General Fund	\$ -	\$ 196	\$ 24
Debt Service Fund	-	-	171
Temporary Mill Levy Reduction	-	-	-
Refunds and Abatements	-	-	-
Actual/Budgeted Property Taxes	<u>\$ -</u>	<u>\$ 196</u>	<u>\$ 195</u>

Great Western Park Metropolitan District No. 2

**GENERAL FUND
2012 ADOPTED BUDGET**

with 2010 Actual, 2011 Adopted Budget, 2011 Estimated Budget, and 2012 Adopted Budget

	2010 Actual	2011 Adopted Budget	2011 Estimated	2012 Adopted Budget
BEGINNING FUND BALANCE	129	300	160	141
REVENUE				
Property Tax Revenue	189	196	196	24
Specific Ownership Taxes	-	-	-	-
Transfer from Dist. No. 1	5,101	10,000	4,100	5,231
Interest Income	100	-	-	-
Total Revenue	5,390	10,196	4,296	5,255
Total Funds Available	5,519	10,496	4,456	5,396
EXPENDITURES				
Accounting	-	500	-	500
Audit	-	500	-	500
Director's Fees	-	-	-	-
Election	431	1,000	-	-
Insurance/SDA Dues	200	2,000	100	100
Legal	-	2,000	-	-
Statutory Compliance	232	1,500	12	500
Management	4,388	2,000	4,000	3,000
Engineering	-	-	-	-
Miscellaneous	105	600	200	500
Payroll Taxes	-	-	-	-
Treasurer's Fees	3	3	3	-
Contingency	-	78	-	134
Transfer to Dist. No. 2	-	-	-	-
Transfer to Dist. No. 1	-	-	-	-
Transfer to Dist. No. 3	-	-	-	-
Total Expenditures	5,359	10,181	4,315	5,234
Emergency Reserve	-	315	-	162
Total Expenditures Requiring Appropriation	5,359	10,496	4,315	5,396
ENDING FUND BALANCE	\$ 160	\$ -	\$ 141	\$ -

Great Western Park Metropolitan District No. 2

DEBT SERVICE FUND
2012 ADOPTED BUDGET

with 2010 Actual, 2011 Adopted Budget, 2011 Estimated Budget, and 2012 Adopted Budget

	2010 Actual	2011 Adopted Budget	2011 Estimated	2012 Adopted Budget
BEGINNING FUND BALANCE	-	-	-	-
REVENUE				
Property Tax Revenue	-	-	-	171
Specific Ownership Taxes	-	-	-	10
Total Revenue	-	-	-	181
Total Funds Available	-	-	-	181
EXPENDITURES				
Treasurer's Fees	-	-	-	3
Transfer to Dist. No. 1	-	-	-	178
Total Expenditures	-	-	-	181
Total Expenditures Requiring Appropriation	-	-	-	181
ENDING FUND BALANCE	\$ -	\$ -	\$ -	\$ -

RESOLUTION NO. 2011-11- 04

**A RESOLUTION OF THE BOARD OF DIRECTORS OF
GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2
("DISTRICT")**

**CALLING A REGULAR ELECTION FOR DIRECTORS
ON MAY 8, 2012**

WHEREAS, the terms of the offices of Directors Gregg A. Bradbury, Charles C. McKay, and Creig Veldhuizen shall expire upon the election of their successors at the regular election to be held on May 8, 2012 ("Election"), and upon such successors taking office; 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 three (3) Directors to serve until the regular election to occur May 3, 2016.

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, State of Colorado, that:

1. Date and Time of Election. The Election shall be held on May 8, 2012, 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 regular election to occur May 3, 2016.
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 may be conducted as a polling place or 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. If the election is conducted as a mail ballot election, 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 Voter Ballot Applications. Applications for and return of mail-in voter 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 4, 2012), except that if the

applicant wishes to receive the mail-in voter ballot by mail, the application shall be filed no later than the close of business on the 7th day before the Election (May 1, 2012).

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 March 2, 2012.

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 6, 2012, 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 by Resolution 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 the Great Western Park Metropolitan District No. 2.

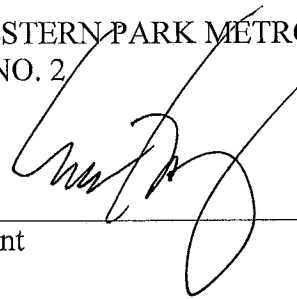
ADOPTED AND APPROVED this 29th day of November, 2011.

GREAT WESTERN PARK METROPOLITAN
DISTRICT NO. 2

By: _____
President

Attest:

Secretary



RESOLUTION NO. 2011-11-05

WHEREAS, the Board of Directors of GREAT WESTERN PARK METROPOLITAN DISTRICT NO. 2 (hereafter referred to as "the District") has authority under Article XIV, Section 18(2)(a) of the Colorado Constitution, and Sections 24-10-115.5, 29-13-102, and 29-1-201, et seq., Colorado Revised Statutes, as amended, to participate in a self-insurance pool for property and liability and/or workers' compensation coverages:

WHEREAS, the Board of Directors has reviewed a contract to cooperate with other Colorado Special Districts by participating in a self-insurance pool for property and liability coverages entitled "Intergovernmental Agreement for the Colorado Special Districts Property and Liability Pool", a copy of which is attached hereto as Exhibit A and incorporated into this Resolution: and,

WHEREAS, the Board of Directors finds that participation in such a pool would be in the best interest of the District, its employees, and its taxpayers:

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the District hereby:

1. Approves the contract entitled Intergovernmental Agreement for the Colorado Special Districts Property and Liability Pool, a copy of which is attached hereto as Exhibit A and incorporated into this Resolution by this reference.
2. Authorizes and directs the Chairman of the Board of Directors and President of the District to execute Exhibit A on behalf of the District.
3. Directs the Secretary of the Board of Directors to transmit to the Colorado Special Districts Property and Liability Pool (hereafter referred to as "Pool"), McGriff, Seibels & Williams, PO Box 1539, Portland, OR 97207-1539, an executed and attested copy of this Resolution and one original of Exhibit A.
4. Designates AJ BECKMAN as District's initial Representative to the Pool and designates GREGG BRADBURY as the District's Alternative Representative.
5. Representative Mailing Address:
SDMS, 141 UNION BOULEVARD, SUITE 150, LAKEWOOD, COLORADO 80228

Alternate Representative Mailing Address:
N/A

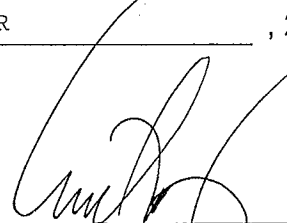
6. Understands that, with the adoption of this Resolution, the District becomes a member of the Pool, with coverage to be provided by or through the Pool on such date as determined by the District and Pool. The District hereby requests, unless other dates are later designated by the District, that coverage should begin on the following dates for the following type of coverage:


<u>Date</u>	<u>Coverage</u>
<u>11/1/11</u>	Workers' Compensation
<u>11/1/11</u>	Property
<u>11/1/11</u>	General Liability
<u>11/1/11</u>	Automobile
<u>11/1/11</u>	Public Officials Liability
<u>11/1/11</u>	Inland Marine
<u>11/1/11</u>	Equipment Breakdown / Boiler & Machinery
<u>11/1/11</u>	Comprehensive Crime

Director Bradbury moved the adoption of the above Resolution.

Director Daly seconded the adoption of the above Resolution.

This Resolution was adopted by a majority vote of the Board of Directors of the District on the 29th day of NOVEMBER, 20 11


 Chairman of the Board and
 President of the District

ATTEST:

 Secretary of the Board