

RECORD OF PROCEEDINGS

MINUTES OF A REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE DENVER CONNECTION WEST METROPOLITAN DISTRICT (THE "DISTRICT") HELD SEPTEMBER 26, 2017

A regular meeting of the Board of Directors of the Denver Connection West Metropolitan District (referred to hereafter as the "Board") was convened on Tuesday, September 26, 2017, at 1:30 p.m., at the offices of William Lyon Homes, 8480 E. Orchard Road, Suite 1000, Greenwood Village, Colorado 80111. The meeting was open to the public.

Directors In Attendance Were:

Robert A. Johnson
Craig Wagner
Eric McEachen
Jeffrey McGovern

Following discussion, upon motion duly made by Director Wagner, seconded by Director Johnson and, upon vote, unanimously carried, the absence of David Brown was excused.

Also In Attendance Were:

Lisa A. Johnson; Special District Management Services, Inc.

Elisabeth Cortese, Esq.; McGeady Becher P.C. (via speakerphone)

Guy Ford; Independent District Engineering Services, LLC

**DISCLOSURE OF
POTENTIAL
CONFLICTS OF
INTEREST**

The Board noted that disclosures of potential conflict of interest statements for each of the Directors were filed with the Secretary of State seventy-two hours in advance of the meeting. Attorney Cortese requested that the Directors consider whether they had any additional conflicts of interest to disclose. Attorney Cortese noted for the record that there were no new disclosures made by the Directors present at the meeting and incorporated for the record those applicable disclosures made by the Board Members prior to this meeting and in accordance with the statutes. It was noted that disclosure statements had been filed for all Directors by the statutory deadline.

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ADMINISTRATIVE MATTERS

Agenda: Ms. Johnson distributed for the Board's review and approval a proposed Agenda for the District's regular meeting.

Following discussion, upon motion duly made by Director Wagner, seconded by Director Johnson 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 District's Board meeting. Following discussion, and upon motion duly made by Director Wagner, seconded by Director Johnson and, upon vote, unanimously carried, the Board determined that because there was not a suitable or convenient location within its boundaries, or within the county the District is located, to conduct this meeting, it was determined to conduct the meeting at the above-stated location. The Board further noted that notice of this 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 of the August 22, 2017 regular meeting.

Following discussion, upon motion duly made by Director Wagner, seconded by Director Johnson and, upon vote, unanimously carried, the Board approved the Minutes of the August 22, 2017 regular meeting, as presented.

FINANCIAL MATTERS

Claims: The Board considered approval of the payment of claims as follows:

Fund	Period Ending Sept. 26, 2017
General	\$ 4,748.20
Debt	\$ -0-
Capital	\$ 27,340.39
Total	\$ 32,088.59

Following discussion, upon motion duly made by Director Johnson seconded by Director Wagner and, upon vote, unanimously carried, the Board approved the payment of claims, subject to funding.

Cash Position Statement: It was noted that the cash position statement was not available at this time.

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2018 Budget: The Board entered into discussion regarding the preparation of the 2018 Budget.

Following discussion, upon motion duly made by Director Wagner, seconded by Director Johnson and, upon vote, unanimously carried, the Board appointed the District Accountant to prepare the 2018 Budget and set the date for the Public Hearing to adopt the 2018 Budget for November 28, 2017 at 1:30 p.m., at the Regular Meeting location.

Gateway and Administrative Service Agreement and Chase Payment Merchant Application for Online Billing Services: The Board discussed the Gateway and Administrative Service Agreement and Chase Payment Merchant Application for Online Billing Services.

Following review and discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board approved the Gateway and Administrative Service Agreement and Chase Payment Merchant Application for Online Billing Services.

LEGAL MATTERS

Service Plan Compliance: Prevailing Wages: There was nothing new to report.

Small or Disadvantaged Business Enterprises (M/WBE): There was nothing new to report.

Public Art: There was nothing new to report.

Tri-Party Agreement between the District, William Lyon Homes and the City and County of Denver regarding Gateway Public Improvements: Attorney Cortese noted that negotiations continue regarding the Tri-Party Agreement regarding the Gateway Public Improvements.

Resolution No. 2017-09-01; Regarding Continuing Disclosures Policies and Procedures: Attorney Cortese reviewed Resolution No. 2017-09-01; Regarding Continuing Disclosures Policies and Procedures.

Following review and discussion, upon motion duly made by Director Johnson, seconded by Director McGovern and, upon vote, unanimously carried, the Board adopted Resolution No. 2017-09-01; Regarding Continuing Disclosures Policies and Procedures. A copy of the adopted Resolution is attached hereto and incorporated herein by this reference.

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CONSTRUCTION MATTERS

Engineer's Report: Mr. Ford reviewed with the Board the Engineer's report dated September 26, 2017. A copy of the report is attached hereto and incorporated herein by this reference.

Bids/Construction of HUB Facility: Mr. Ford reported to the Board that the bid opening was held on September 7, 2017. Two bids were received but were not comparable. Both Bidders have agreed to go into a Bid Clarification Process.

Bids/Construction of Monument: Landscape Furnishings: Mr. Ford reported to the Board that only the plantings, Irrigation, and Kittredge Monuments were bid previously. The mailboxes are currently being bid by the Developer. This bid will cover the remainder of landscape items. Bid Documents are being finalized. The City and County of Denver Goals form will be sent out at the same time.

Retaining Walls: Mr. Ford reported to the Board that the Invitation to Bid has been sent out. He is waiting on the design by CTL. The Bid Opening is currently scheduled for October 16, 2017.

Mr. Ford reported that additional bid packages will be created and sent out as plans and specifications become available. Also, future bid costs will be sent to the respective Goals Committees for review until an overall project goal plan is established, if established.

Infrastructure Acquisition Report No. 2: Mr. Ford presented to the Board the Infrastructure Acquisition Report No. 2.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board approved Infrastructure Acquisition Report No. 2, in the amount of \$5,135,399.18.

HUB Interior Design: The Board discussed the Contract between the District and Possibilities for Design.

Following discussion, upon motion duly made by Director Johnson, seconded by Director McGovern and, upon vote, unanimously carried, the Board ratified approval of the Contract between the District and Possibilities for Design for HUB Interior Design, subject to final review by Counsel.

Change Order No. 1 under Service Agreement for Swimming Pool and Spa Design: The Board reviewed Change Order No. 1 under the Service Agreement for

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Swimming Pool and Spa Design between the District and Joe King Enterprises, Inc. d/b/a Aquality Construction.

Following discussion, upon motion duly made by Director Johnson, seconded by Director McGovern and, upon vote, unanimously carried, the Board ratified approval of Change Order No. 1 under the Service Agreement for Swimming Pool and Spa Design between the District and Joe King Enterprises, Inc. d/b/a Aquality Construction.

Task Order No. 2 under Master Service Agreement with Independent Engineering Services, LLC: The Board reviewed Task Order No. 2 under Master Service Agreement with Independent Engineering Services, LLC.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board approved Task Order No. 2 under Master Service Agreement with Independent Engineering Services, LLC.

Master Services Agreement for Design Services: The Board reviewed the Master Service Agreement for Design Services between the District and CTL/Thompson, Inc.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board ratified approval of the Master Service Agreement for Design Services between the District and CTL/Thompson, Inc.

Task Order No. 1 under Master Service Agreement with CTL/Thompson, Inc.: The Board reviewed Task Order No. 1 under Master Service Agreement with CTL/Thompson, Inc.

Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board approved Task Order No. 1 under Master Service Agreement with CTL/Thompson, Inc., in the amount of \$9,000.

Task Order No. 2 under Master Service Agreement with CTL/Thompson, Inc.: The Board reviewed Task Order No. 2 under Master Service Agreement with CTL/Thompson, Inc.

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Following discussion, upon motion duly made by Director Johnson, seconded by Director Wagner and, upon vote, unanimously carried, the Board approved Task Order No. 2 under Master Service Agreement with CTL/Thompson, Inc., in the amount of \$7,000.

OTHER BUSINESS

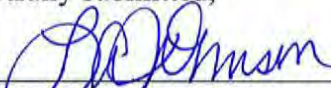
October 24, 2017 Board Meeting: The Board discussed the October 24, 2017 Board meeting and determined to cancel the meeting. The Board scheduled a special meeting to be held on October 17, 2017 at 1:30 p.m. at the regular meeting location.

ADJOURNMENT

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

Respectfully submitted,

By


Secretary for the Meeting

THESE MINUTES ARE APPROVED AS THE OFFICIAL SEPTEMBER 26, 2017 REGULAR MINUTES OF THE DENVER CONNECTION WEST METROPOLITAN DISTRICT BY THE BOARD OF DIRECTORS SIGNING BELOW:

Robert A. Johnson



Craig Wagner



Eric McEachen



David Brown



Jeffrey McGovern

RESOLUTION NO. 2017-09-01

**RESOLUTION OF THE BOARD OF DIRECTORS OF
DENVER CONNECTION WEST METROPOLITAN DISTRICT REGARDING
CONTINUING DISCLOSURE POLICIES AND PROCEDURES**

A. The Denver Connection West Metropolitan District, City and County of Denver, Colorado (the “**District**”) has entered into the continuing disclosure undertaking(s) set forth in **Exhibit A** attached hereto (referred to collectively herein, whether one or more than one, the “**Continuing Disclosure Undertaking**”).

B. The Board of Directors of the District (the “**Board**”) desires to adopt policies and procedures in an effort to ensure compliance by the District with its obligations set forth in the Continuing Disclosure Undertaking (the “**Continuing Disclosure Policy**”).

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS OF THE DENVER CONNECTION WEST METROPOLITAN DISTRICT, CITY AND COUNTY OF DENVER, COLORADO:

1. The Continuing Disclosure Policy, as hereby approved, adopted and made a part of the public records of the District, shall be to impose the procedures set forth in **Exhibit B** attached hereto (the “**Compliance Procedures**”).

2. The Board hereby delegates the tasks and responsibilities set forth in the Compliance Procedures to the responsible parties as set forth therein.

3. The Continuing Disclosure Policy is intended to supplement any previous post-issuance compliance procedures that may have been adopted by the District and any procedures evidenced in writing by any Official Statement or continuing disclosure undertaking heretofore or hereafter issued, entered into or executed and delivered by the District or on its behalf.

4. The Board may revise the Continuing Disclosure Policy from time to time as the Board deems necessary or desirable to comply with federal and state securities laws or otherwise as the Board may determine in its sole discretion.

5. Prior to the engagement of the responsible parties listed in the Compliance Procedure, and other consultants as may applicable with respect to the Continuing Disclosure Undertaking, such responsible parties and consultants shall be required to review and comply with the Continuing Disclosure Policy, including, without limitation, the responsibilities set forth in the Compliance Procedures.

6. Within thirty (30) days, or earlier if necessary, of entering into any new continuing disclosure undertaking and/or with respect to any changes or modifications to the Continuing Disclosure Undertaking, the responsible parties and consultants shall meet with bond counsel and disclosure counsel to review the continuing disclosure compliance requirements and

develop a process for compliance with respect to such new and/or changed continuing disclosure undertaking.

RESOLUTION APPROVED AND ADOPTED on 9/26, 2017.

**DENVER CONNECTION WEST
METROPOLITAN DISTRICT**

By: _____

President

Attest:

By: _____

Secretary

EXHIBIT A

Continuing Disclosure Undertaking

EXHIBIT B

COMPLIANCE PROCEDURE

Denver Connection West Metropolitan District, City and County of Denver, Colorado
 \$9,690,000 General Obligation (Limited Tax Convertible to Unlimited Tax) Bonds, Series 2017A and
 \$2,539,000 Subordinate General Obligation Limited Tax Bonds, Series 2017B

Subject to SEC Rule 15c2-12: NO (See Limited Offering Memorandum Introduction)

FINANCIAL DISCLOSURES	
Submittal Date to Trustee	Required Documentation Prepared By:
Quarterly Reports* <ul style="list-style-type: none"> February 15 May 15 August 15 November 15 (commencing November 15, 2017) 	Section 1 of the Quarterly Report: William Lyon Homes, Inc. (the " Developer ") to provide to CliftonLarsonAllen (" CLA ") at least thirty (30) days prior to submittal date. <ul style="list-style-type: none"> Building Permits Certificates of Occupancy Land Entitlements Land Sales <i>To be updated each quarter on and prior to the Annual Report Date Conversion, as defined in Section 2 of the Continuing Disclosure Agreement. Developer's obligation to submit Section 1 ends after the Annual Report Date Conversion.</i>
	Section 2 of the Quarterly Report: CLA to complete. <ul style="list-style-type: none"> The amount on deposit in each of the funds for the 2017A Bonds <ul style="list-style-type: none"> Senior Project Fund Senior Bond Fund Senior Surplus Fund Senior Reserve Fund The amount on deposit in each of the funds for the 2017B Bonds <ul style="list-style-type: none"> Subordinate Project Fund Subordinate Bond Fund <i>To be updated each quarter on and prior to the Annual Report Date Conversion, and to be updated annually after the Annual Report Date Conversion.</i>
	Section 3 of the Quarterly Report: CLA to complete. <ul style="list-style-type: none"> The Authorized Denominations of the 2017A Bonds presently outstanding The Authorized Denominations of the 2017B Bonds presently outstanding <i>To be updated each quarter on and prior to the Annual Report Date Conversion, and to be updated annually after the Annual Report Date Conversion.</i>
Annual Reports* No later than August 15 of each year (commencing August 15, 2018) [Same requirements of Quarterly Report with the exception of Section 1]	Section 4 of the Quarterly Report: CLA to complete. <i>To be provided annually with the Report due on or before August 15</i>
	Attached to Section 4 of the Quarterly Report: <ul style="list-style-type: none"> Annual Audited Financial Statements Annual Budget <i>To be provided annually with the Report due on or before August 15</i>

*If any submittal date falls on a day which is not a Business Day (as defined in **Exhibit A**, Continuing Disclosure Agreement), the report will be provided to the Trustee on the Next succeeding Business Days.

Procedure:

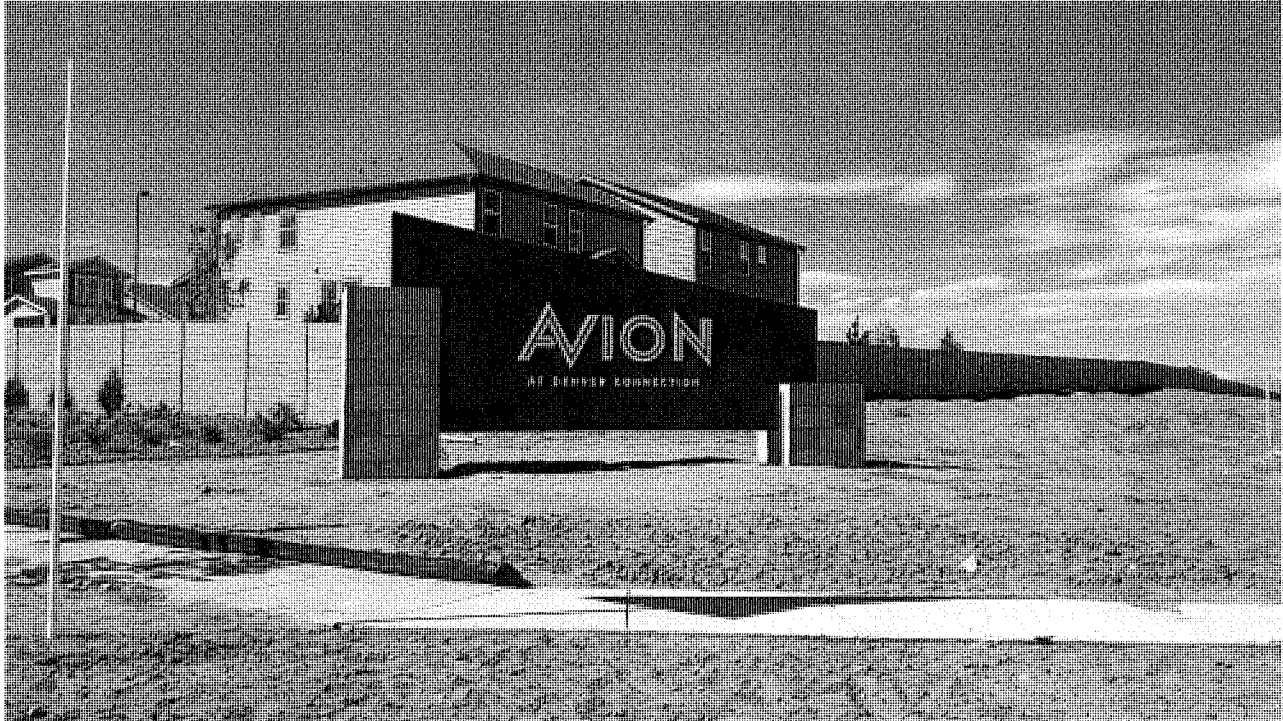
1. CLA or the District Manager ("**SDMS**") will prepare first draft of the report due.
2. CLA or SDMS will transmit report to McGeady Becher to review and provide comment ten (10) days prior to submittal date.
3. McGeady Becher to transmit comments/revisions to report back to five (5) days prior to submittal date.
4. UMB Bank (the "**Trustee**"), [CLA] or [SDMS] to submit Report to MSRB via EMMA on applicable submittal date. After the Trustee files the Report with MSRB, the Trustee shall, upon request, send a report to the District and the Developer stating the date that such Report was filed and listing all entities to which it was provided.

NOTICE OF MATERIAL EVENT		
Reporting / Submittal Deadlines	Responsible Party to Report Event of Default	Party Responsible to Notify Trustee of Event of Default
District shall cause the Trustee to provide, in a timely manner, a notice of an event of default or material event to the MSRB via EMMA	CLA, SDMS, McGeady Becher, UMB Bank, or anyone who has actual knowledge of an event of default or a material event	CLA, SDMS, McGeady Becher, or anyone who has actual knowledge of an event of default or a material event

DENVER CONNECTION WEST METRO DISTRICT

Board Meeting Project Status

September 26, 2017



Project Work

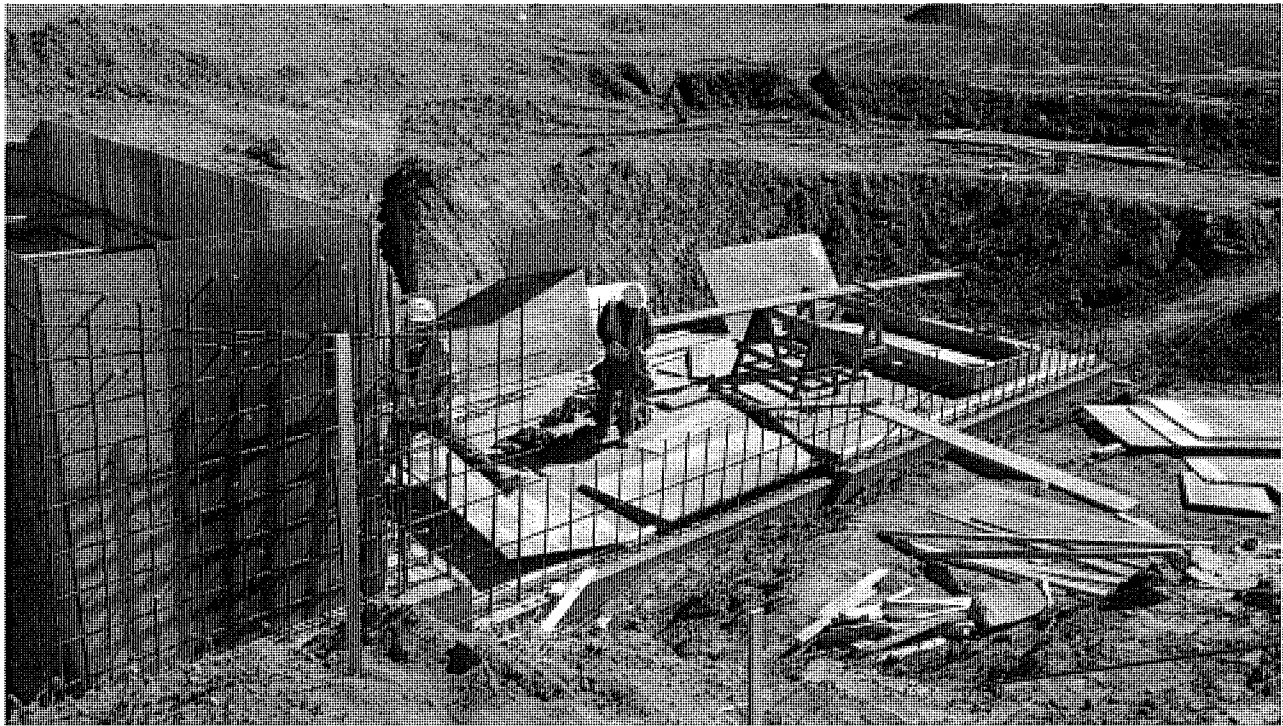
Monthly Site Visit

A site visit to see the general progress of construction was done on 9/14/17.

- Overlot grading is finished except for fine grading in the pond and channel. The park is almost up to grade.
- All utilities are complete except water service south of the channel.
- Xcel has started work north of the channel.
- The Kittredge box culvert is in process. The base and wall are in and the top is being constructed currently.
- The box culverts at Memphis and Jasper have also been started. The bases are in.
- The pond outlet structure has been started.
- All concrete and paving in the single family north area is complete. All concrete and paving in the multifamily north area west of the MEWs is complete.
- The shop drawings for the Signal at Green Valley Ranch Boulevard and Memphis Street have been approved by the City and County of Denver.

Infrastructure Acquisition

- Infrastructure Acquisition 2 includes invoices that could not be reviewed for Infrastructure Acquisition 1 and new invoices through July 2017.



Construction Contract Documents

Contractor Contracts

- HUB Architectural Bid
 - Bid Opening was September 7, 2017.
 - Two bids were received. Bids were not comparable. Both Bidders have agreed to go into a Bid Clarification Process.
- Landscape Furnishings
 - Only the plantings, irrigation, and Kittredge Monuments were bid previously. The mailboxes are currently being bid by the Developer. This bid will cover the remainder of landscape items.
 - Bid Documents are being finalized.
 - The City and County of Denver Goals form will be sent out at the same time.
- Retaining Walls
 - Invitation to Bid has been sent out.
 - Waiting on design by CTL.
 - Bid Opening currently scheduled for October 16, 2017.
- Future Bids
 - Additional bid packages will be created and sent out as plans and specifications become available.
 - Future bid costs will be sent to the Goals Committees for review until an overall project Goals Plan has been established.

District Contract Change Orders

None

Consultant/Vendor Agreements

Consultant/Vendor Agreements

- Aquality Agreement
 - Change Order 1 – Approved at August Board Meeting? \$1,850.00
- HUB Interior Design
 - Agreement and Task Order sent out to Possibilities for Design for signature.
- Landscape Furnishings and Wall Foundation Designs
 - Agreement and Task Orders sent out to CTL Thompson for signature.
 - Need Board Approval of Agreement and Task Orders.
- IDES
 - Need Board Approval of Task Order 2.

Other Matters

None