RECORD OF PROCEEDINGS

MINUTES OF THE JOINT ORGANIZATIONAL MEETING OF THE BOARDS OF DIRECTORS OF WARD TOD METROPOLITAN DISTRICT NOS. 1-3

HELD: Tuesday, July 3, 2012, at 9:30 a.m. at 1101 West 48th Avenue, Suite 100, Denver, Colorado

ATTENDANCE:

The joint organizational meeting of the Board of Directors of the Ward TOD Metropolitan District Nos. 1-3 was called and held as shown above and in accordance with the applicable statutes of the State of Colorado, with the following directors present and acting:

Jeffrey B. Dean
Brian C. Mott
Karen A. Mott

No Directors were absent. There are two vacancies on each Board.

Also present was Russell W. Dykstra of Grimshaw & Harring, P.C.

CALL TO ORDER:

Mr. Dykstra called the meeting to order and explained the purpose of the meeting.

QUALIFICATION OF BOARD MEMBERS/OATHS OF OFFICE AND BONDS:

Mr. Dykstra reported that all of the Board members-elect are registered to vote in Colorado and are residents and/or owners of taxable real or personal property within the Districts. Mr. Dykstra notified the Board that the official bonds had been obtained and that all of the Board members-elect had been administered the Oaths of Office. Thereupon, the directors assumed their duties as members of the Board of Directors.

DISCLOSURE OF POTENTIAL CONFLICT OF INTEREST:

Mr. Dykstra discussed the state law requirements for disclosure of potential conflicts of interest with the directors, noting that completed disclosure statements must be filed for each of the Directors with the Secretary of State and Secretary of the District at least 72 hours prior to a meeting in which a potential conflict may arise. In addition, each director is to verbally reveal his potential conflicts of interest to the Board at the start of the meeting in which the conflict may arise. Mr. Dykstra generally discussed contracting limitations between Directors and the Districts.

DISCUSSION OF SERVICE PLAN, DISTRICT POWERS, ELECTION RESULTS:

Mr. Dykstra noted for the benefit of the Board that the general powers of the Districts are outlined in the Special District Act and the Service Plan, and that the Districts' powers include the provision of financing for water, sewer, road, and park improvements.

DISCUSSION OF OPEN MEETING REQUIREMENTS/POSTING REQUIREMENTS:

Mr. Dykstra discussed the open meeting requirements and the posting requirements for the Districts, noting that any non-social meeting of three or more of the directors constituted an official meeting, and that notice of a meeting for the Districts is to be (1) provided to each Board member, and (2) posted in at least three public places within the Districts at least three days in advance of the meeting, and (3) at the same time, a copy of such notice is to be posted at the office of the Clerk and Recorder of Jefferson County. If possible, the posting should include specific agenda information. Mr. Dykstra further noted that notice of this joint organizational meeting had been so posted.

DUTIES OF THE BOARD, PRESIDENT, SECRETARY, TREASURER:

Mr. Dykstra reviewed the duties of the Board, President, Secretary, and Treasurer by explaining the duties outlined in the Special District Act.

ADMINISTRATIVE TASKS RESOLUTION:

The Boards reviewed the joint Resolution regarding administrative matters for 2012. Upon motion duly made, seconded and unanimously carried, the Boards adopted the resolution.

ADOPTION OF SEAL:

Upon motion duly made, seconded, and unanimously approved, the Board adopted seals consisting of the following: "Seal" circled by "Ward TOD Metropolitan District No. 1;" "Seal" circled by "Ward TOD Metropolitan District No. 2;" and "Seal" circled by "Ward TOD Metropolitan District No. 3."

RATIFICATION OF PAST ACTIONS:

Following discussion and upon motion duly made, seconded, and unanimously approved, the Board ratified the past actions of the Board and its consultants in the organization and operation of the Districts, including without limitation actions and notifications taken in

furtherance of the elections, making and posting notice for this meeting, and in the organization of the Districts.

HIRING OF CONSULTANTS:

Upon motion duly made, seconded and unanimously carried, the Board approved the engagement of Grimshaw & Harring, P.C., as general counsel to the Districts.

PAYMENT OF ORGANIZATIONAL COSTS:

The Board discussed the payment and reimbursement of organizational costs to the developer. Following discussion, the Board indicated that certain developer advances made to support the proper administrative functioning of the Districts may be subject to reimbursement by the Districts in the future.

GOVERNMENTAL IMMUNITY AND INDEMNIFICATION RESOLUTION:

Mr. Dykstra generally discussed the Colorado Governmental Immunity Act and the need and options for indemnification of employees and members of the Boards of Directors by the Districts. Upon motion duly made, seconded and unanimously carried, the Boards approved the Resolutions Providing for the Defense and Indemnification of District Personnel

MEMBERSHIP IN SPECIAL DISTRICT ASSOCIATION:

Mr. Dykstra noted that the Districts should consider membership in the Special District Association. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards approved membership in the SDA, noting that the necessary paperwork to join the Association will be completed and submitted by Grimshaw & Harring, P.C.

INSURANCE/WORKERS' COMPENSATION:

Mr. Dykstra recommended against worker's compensation insurance coverage for members of the Board of Directors. Mr. Dykstra presented Resolutions Providing for Directors' Exclusion from Worker's Compensation Coverage and applications to the Department of Labor and Employment for the Exclusion of Uncompensated Public Officials. Upon motion duly made, seconded and unanimously carried, the Boards approved the resolutions and applications and directed Grimshaw & Harring, P.C. to file the applications with the State.

SELECTION OF BANK:

Mr. Dykstra discussed the requirement that the Board select a banking institution for the Districts. Upon motion duly made, seconded and unanimously carried, the Boards approved the selection of Vectra Bank as the Districts' banking institution.

DESIGNATION OF OFFICIAL CUSTODIAN/PDPA NUMBERS:

Mr. Dykstra explained the need for the Districts to appoint an "official custodian" for purposes of the Public Deposit Protection Act. Following discussion and upon motion duly made, seconded and unanimously approved, the Boards appointed the position of Treasurer as the official custodian for the Districts. The Boards directed Mr. Dykstra to apply for the assignment of a PDPA number for each of the Districts, and directed Grimshaw & Harring, P.C., to submit the applications to the Colorado Division of Banking.

SALES TAX IDENTIFICATION NUMBERS:

Following discussion and upon motion duly made, seconded and unanimously carried, the Boards authorized the President of the Districts to execute the applications as prepared by Grimshaw & Harring, P.C., for a sales tax identification number for each of the Districts, and directed Grimshaw and Harring, P.C., to file the applications with the Colorado Department of Revenue.

FEDERAL EMPLOYER IDENTIFICATION NUMBERS:

Following discussion and upon motion duly made, seconded and unanimously carried, the Boards authorized the President of the Districts to execute the applications as prepared by Grimshaw and Harring, P.C., for a federal employer identification number for each of the Districts, and directed Grimshaw and Harring, P.C. to file the applications with the Internal Revenue Service.

NOTIFICATION OF NEW DISTRICTS/INTENT TO LEVY:

Following discussion and upon motion duly made, seconded and unanimously carried, the Board ratified and approved the submission by Grimshaw & Harring, P.C. of the notices to the Jefferson County Board of County Commissioners and the County Assessor of the existence and boundaries of the Districts and the Districts' intent to levy ad valorem property taxes as approved by the electors of the Districts.

OPERATIONS FUNDING AGREEMENTS:

Mr. Dykstra presented the Operations Funding Agreements. Following discussion and upon motion duly made, seconded and unanimously carried, the Boards approved the Operations Funding Agreements for each District.

ADJOURNMENT:

Following discussion and upon motion duly made, seconded and unanimously approved, the Board adjourned the joint organizational meeting of the Board of Directors of the Ward TOD Metropolitan District Nos. 1-3.

The foregoing minutes constitutes a true and correct copy of the minutes of the above-referenced meeting and was approved by the Board of Directors of Ward TOD Metropolitan District Nos. 1-3.

Secretary of the Boards